

#12
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SPIDER-MAN

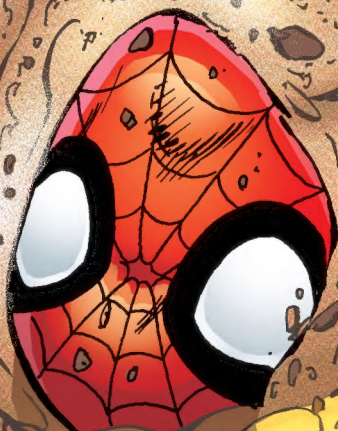
CHAPTER ONE

APPROVED
BY THE
COMICS
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AUTHORITY



**FABULOUS
FINAL
ISSUE!**

--AND THE **SINISTER**
SANDMAN
IS GONNA MAKE
CERTAIN OF IT!

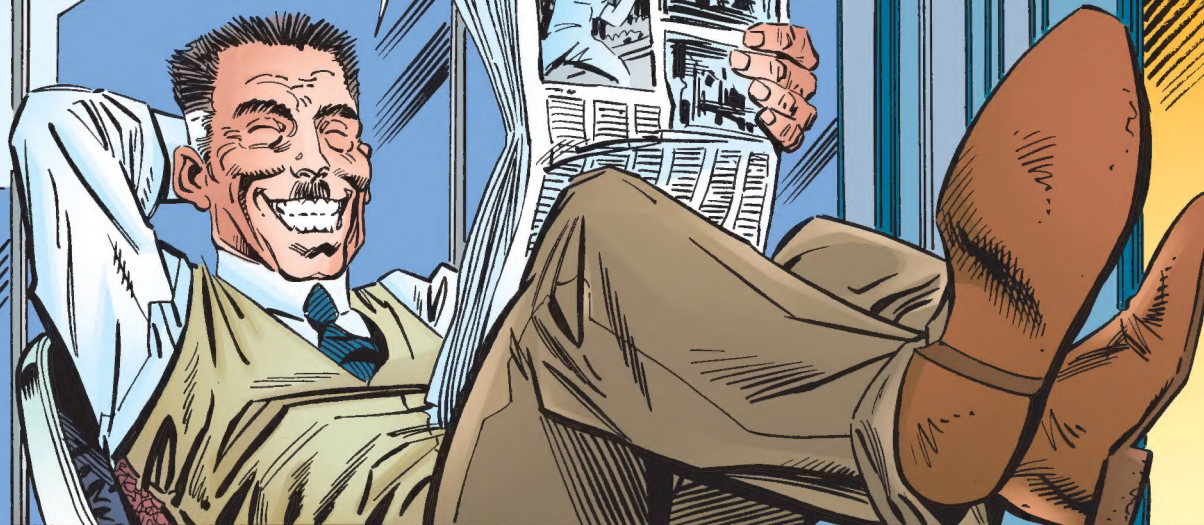


STAN LEE
PRESENTS:

THIS IS IT! IT'S The END of SPIDER-MAN!

PORTRAIT OF A
HAPPY MAN.

HIS NAME IS J.
JONAH JAMESON,
AND FOR SOME
TIME NOW HE HAS
HAD ONE PARTICULAR
BEE IN HIS BONNET.



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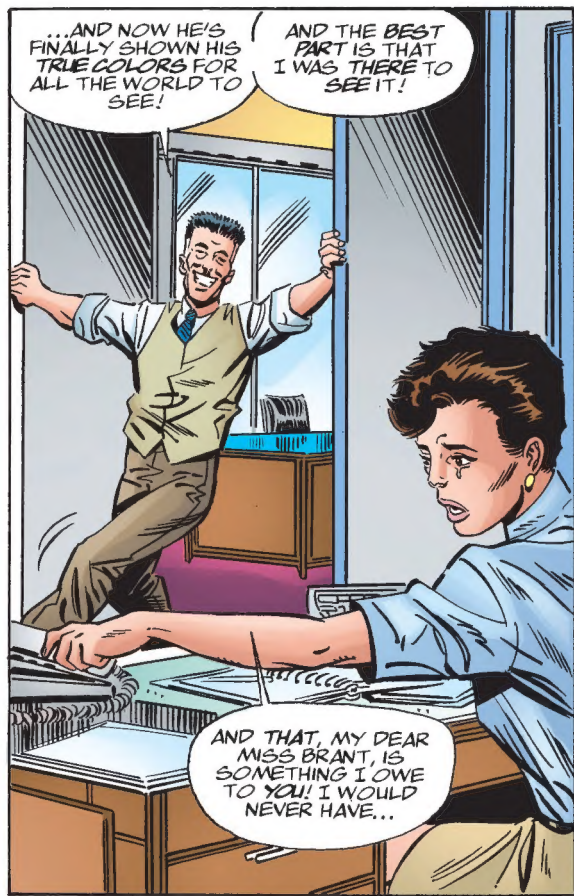
BASED ON ORIGINAL
WORKS BY
STAN LEE
AND
STEVE DITKO

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I KNEW IT WOULD TURN OUT THIS WAY! I KNEW ALL I HAD TO DO WAS WAIT LONG ENOUGH!

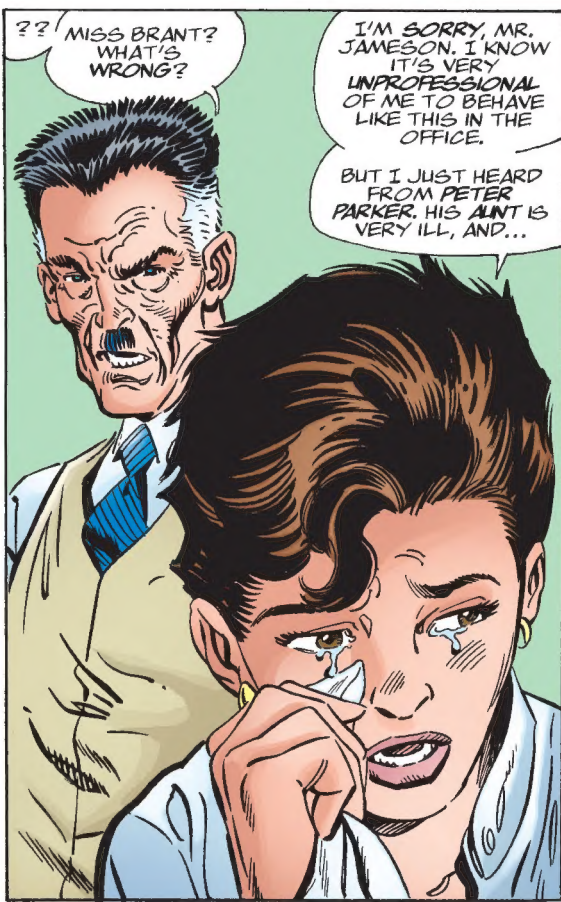
IT'S ALMOST A YEAR TO THE DAY SINCE THAT MENACE FIRST SHOWED UP...



...AND NOW HE'S FINALLY SHOWN HIS TRUE COLORS FOR ALL THE WORLD TO SEE!

AND THE BEST PART IS THAT I WAS THERE TO SEE IT!

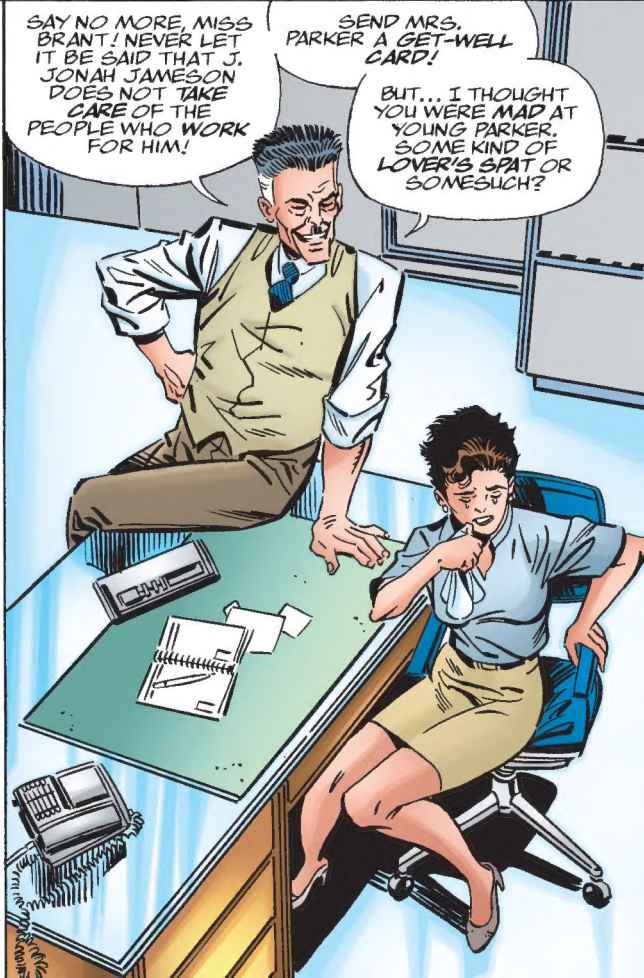
AND THAT, MY DEAR MISS BRANT, IS SOMETHING I OWE TO YOU! I WOULD NEVER HAVE...



?? MISS BRANT? WHAT'S WRONG?

I'M SORRY, MR. JAMESON. I KNOW IT'S VERY UNPROFESSIONAL OF ME TO BEHAVE LIKE THIS IN THE OFFICE.

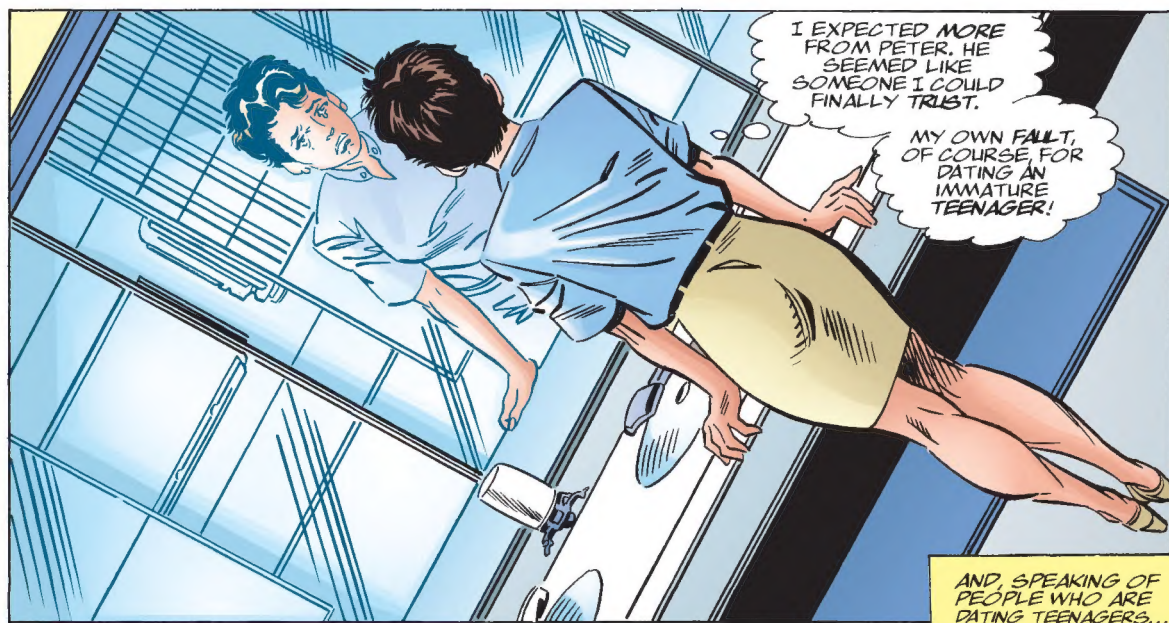
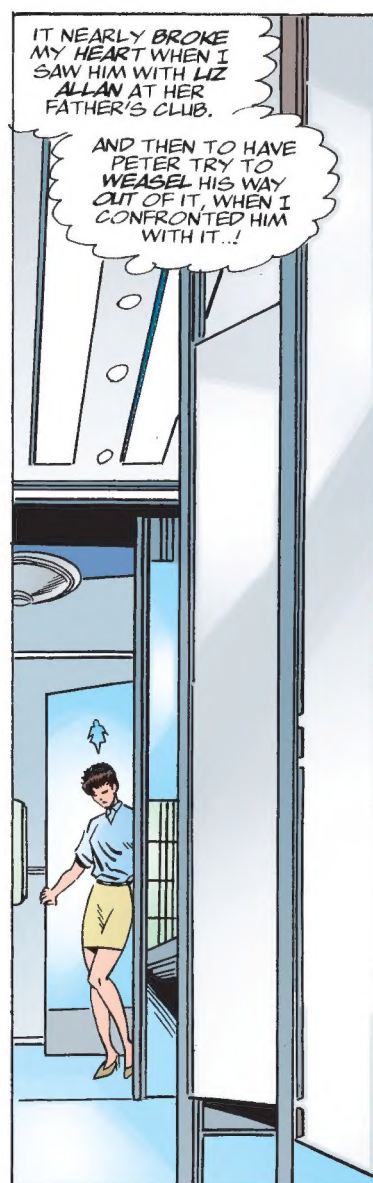
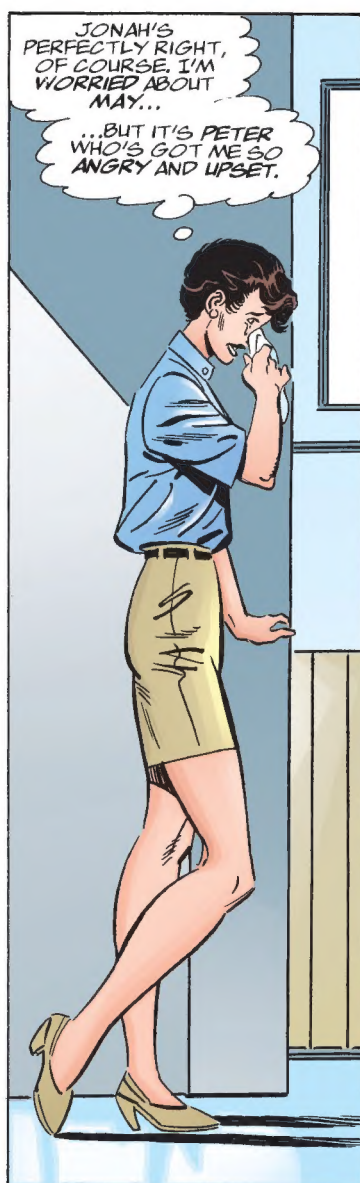
BUT I JUST HEARD FROM PETER PARKER. HIS AUNT IS VERY ILL, AND...



SAY NO MORE, MISS BRANT! NEVER LET IT BE SAID THAT J. JONAH JAMESON DOES NOT TAKE CARE OF THE PEOPLE WHO WORK FOR HIM!

SEND MRS. PARKER A GET-WELL CARD!

BUT... I THOUGHT YOU WERE MAD AT YOUNG PARKER. SOME KIND OF LOVER'S SPAT OR SOMESUCH?



ACROSS TOWN, AT
AVENGERS MANSION

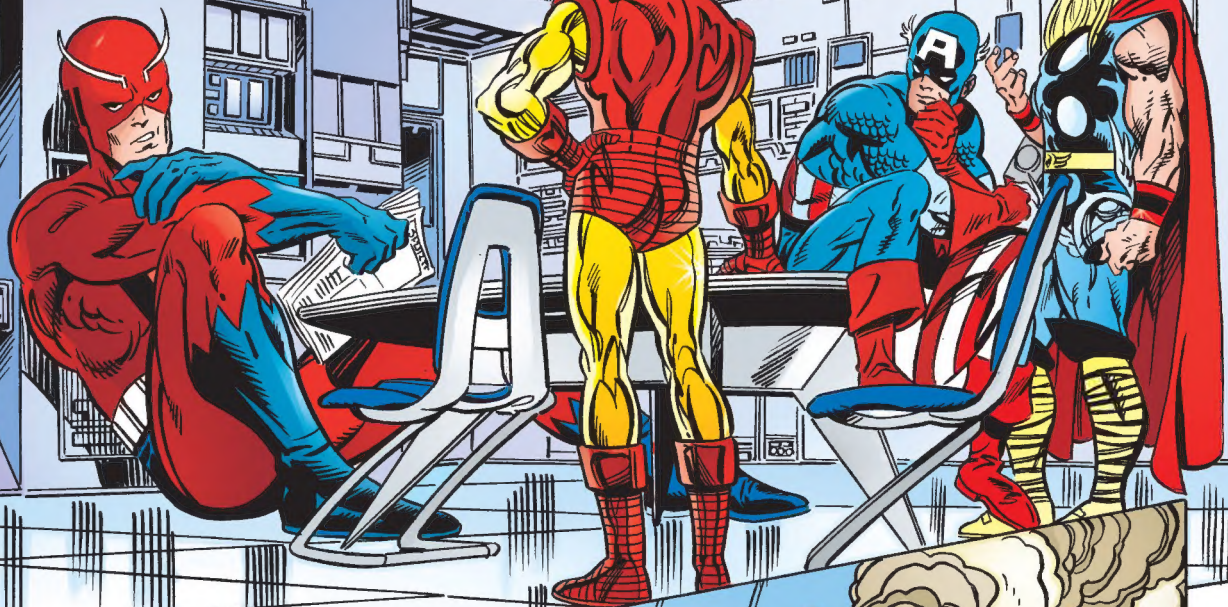
I'M NOT SURE
WE SHOULD TAKE
ALL THIS AT FACE
VALUE.

SPIDER-MAN
CERTAINLY
COMPORTED
HIMSELF IN A
COURAGEOUS
MANNER
THREE DAYS AGO.

WELL, I CAN'T
SAY I FEEL ALL
THAT SORRY FOR
HIM.

IT DOES TEND TO
CAST A BAD LIGHT
ON THE REST OF US
WHEN A "COSTUMED
CRIME-FIGHTER"
DOESN'T MEASURE
UP!

TWOULD SEEM
HIS COURAGE WAS
NOT THE EQUAL OF
HIS POWER.

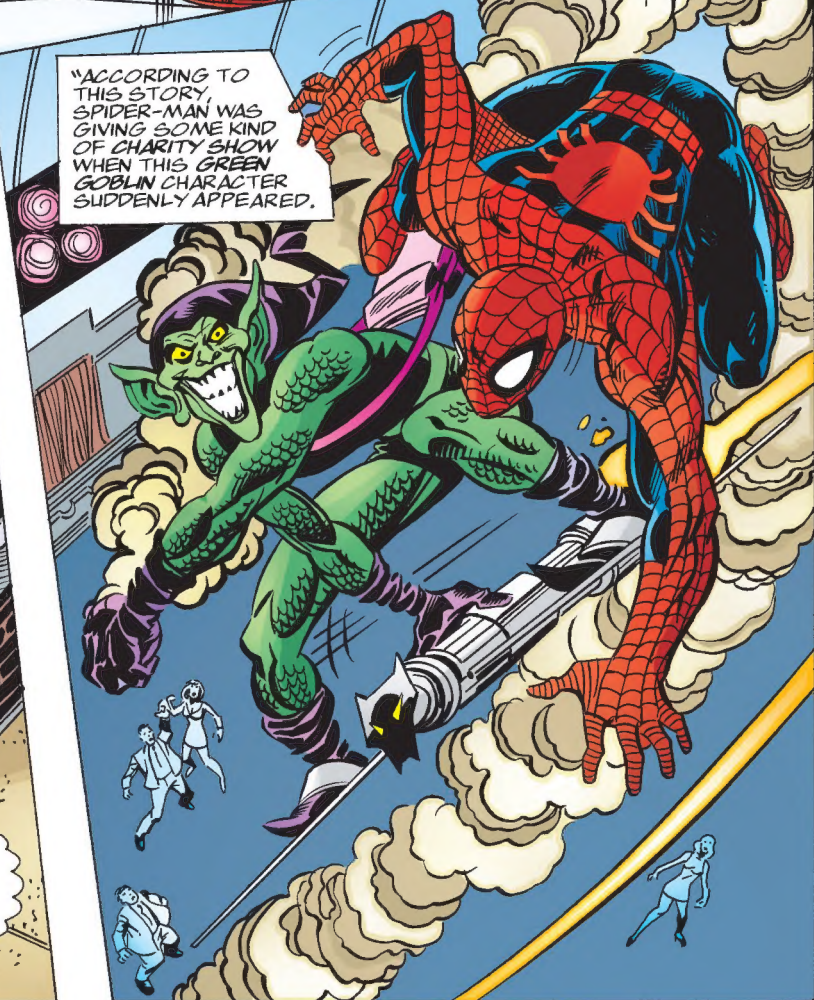


AND NOT FAR
AWAY...

THIS READS LIKE
ONE OF JAMESON'S
STANDARD ANTI-
SPIDER-MAN
RANTS...

...BUT HE SURE
SEEMS TO HAVE A
LOT OF EYE-
WITNESSES TO
BACK HIM UP THIS
TIME!

"ACCORDING TO
THIS STORY,
SPIDER-MAN WAS
GIVING SOME KIND
OF CHARITY SHOW
WHEN THIS GREEN
GOBLIN CHARACTER
SUDDENLY APPEARED.



"EVEN WITH JAMESON'S BIAS IT COMES ACROSS THAT SPIDER-MAN WAS FIGHTING A GOOD FIGHT, WITH THE HUMAN TORCH PITCHING IN..."

"...WHEN ALL AT ONCE HE JUST LEFT, RAN OUT ON THE FIGHT!"

"IF THE GOBLIN HADN'T DECIDED TO LEAVE HIMSELF, THINGS COULD HAVE GOTTEN VERY DICEY IN A CROWDED CLUB LIKE THAT!"

I WONDER... WHEN SPIDER-MAN AND I MET A WHILE BACK, HE SEEMED AS BRAVE AS ANYONE I KNOW.

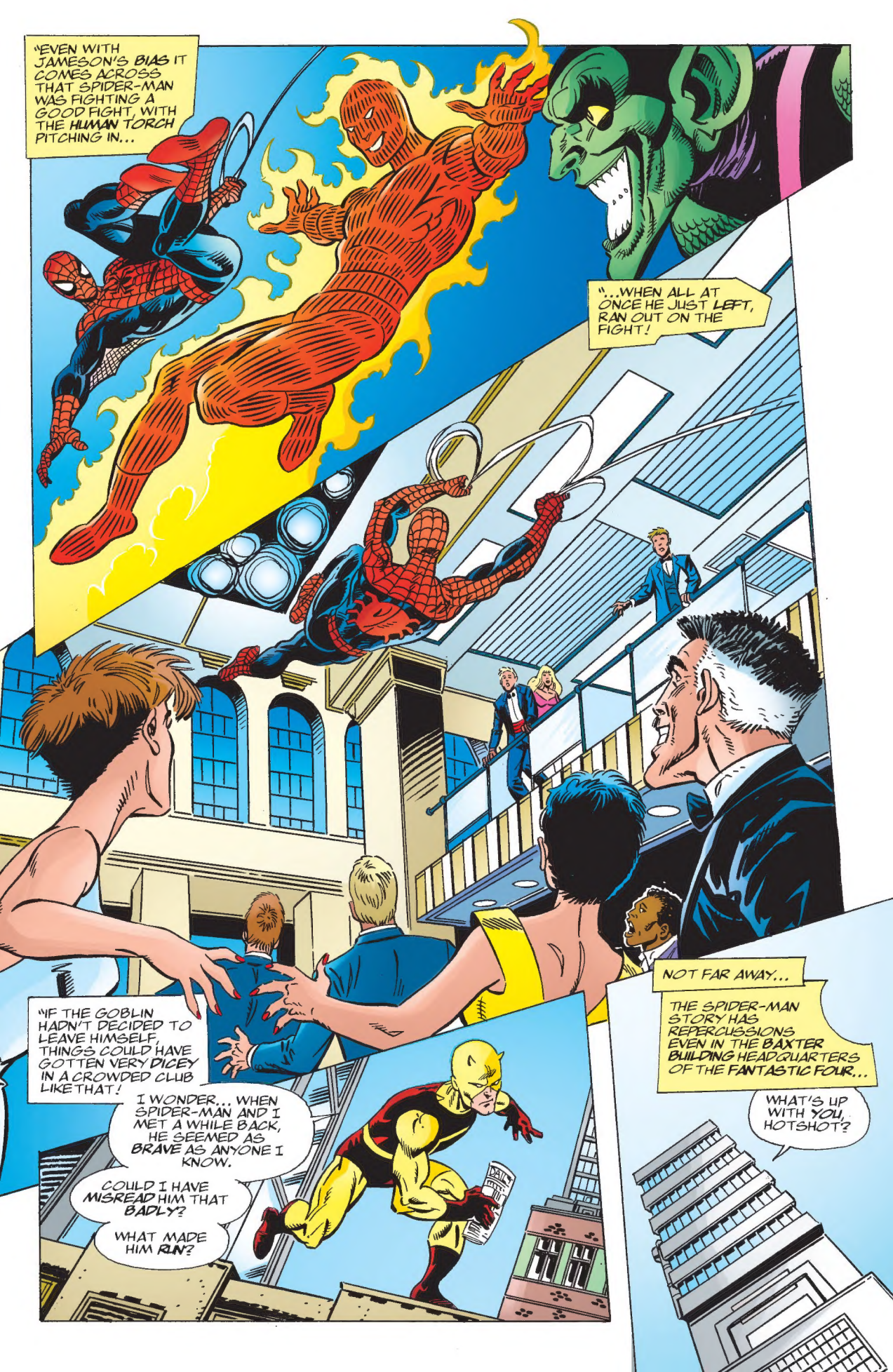
COULD I HAVE MISREAD HIM THAT BADLY?

WHAT MADE HIM RUN?

NOT FAR AWAY...

THE SPIDER-MAN STORY HAS REPERCUSSIONS EVEN IN THE BAXTER BUILDING HEADQUARTERS OF THE FANTASTIC FOUR...

WHAT'S UP WITH YOU, HOTSHOT?



I WOULD'VE THOUGHT YOU'D BE GLAD TO SEE THE WALL-CRAWLER GETTIN' BARBECUED BY JAMESON.

AFTER ALL, YOU'RE THE ONE WHO GOT LEFT HOLDIN' TH' PUMPKIN WHEN HE RAN OUT ON THAT FIGHT!

I WOULDN'T'VE BELIEVED HE'D RUN LIKE THAT, IF I HADN'T SEEN IT WITH MY OWN EYES.

CALM DOWN, BABY BROTHER! IT TENDS TO GET A BIT TOO LITERAL WHEN YOU GET HOT UNDER THE COLLAR!

YOU SAW NO INDICATION AT ALL OF WHAT MIGHT HAVE MADE SPIDER-MAN BOLT LIKE THAT, JOHNNY?

YEAH, I KNOW. ME AN' SPIDER-MAN HAVE ALWAYS HAD A KINDA RIVALRY GOIN'...

...BUT IT WAS PRETTY MUCH A FRIENDLY ONE!

NOT A THING, REED.

IN FACT... I WOULD'VE SAID WE WERE WINNING.

AHH--I GOTTA GET OUTTA HERE! GOTTA CLEAR MY HEAD.

AND, A FEW MILES AWAY, ACROSS THE EAST RIVER IN FOREST HILLS, QUEENS...

NOW YOU TAKE IT EASY, AUNT MAY!

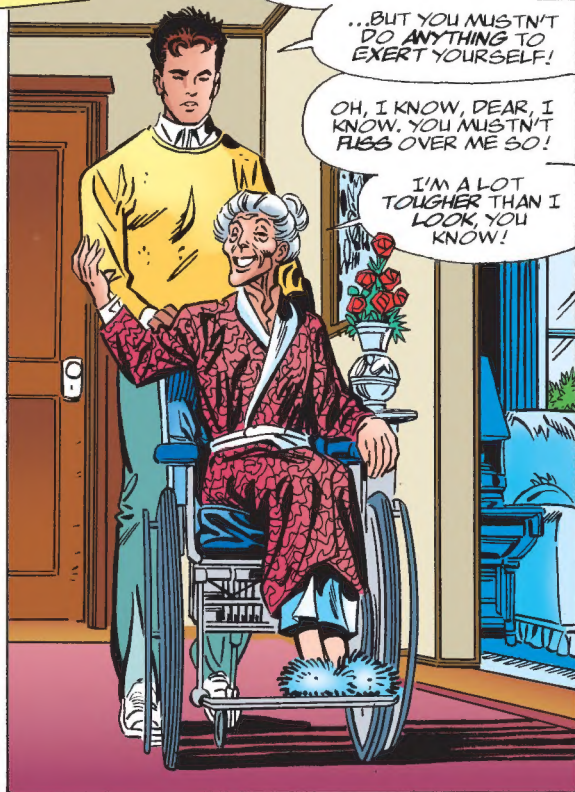
...THE FOCUS OF THESE DISCUSSIONS IS GETTING ON WITH HIS LIFE AS BEST HE CAN...

I KNOW THE DOCTOR SAID IT WOULD BE BETTER FOR YOU TO GET HOME TO FAMILIAR SURROUNDINGS...

...BUT YOU MUSTN'T DO ANYTHING TO EXERT YOURSELF!

OH, I KNOW, DEAR, I KNOW. YOU MUSTN'T RUSS OVER ME SO!

I'M A LOT TOUGHER THAN I LOOK, YOU KNOW!



OH, NOW, MAY! YOU LISTEN TO YOUR NEPHEW! HE KNOWS WHAT HE'S TALKING ABOUT!

GOOD MORNING, MRS. WATSON.



THERE, YOU SEE, PETER? ANNA IS RIGHT NEXT DOOR, IF I NEED ANYTHING!

NOW YOU GET YOURSELF OFF TO SCHOOL. WE DON'T WANT YOU TO BE LATE!

BUT, AS THE DAY PROGRESSES, HONOR STUDENT PETER PARKER FINDS HE HAS TROUBLE CONCENTRATING ON THE MUNDANE TASKS AT HAND.

IT'S NO USE! I CAN'T THINK ABOUT ANYTHING BUT AUNT MAY!

SHE NEEDS A FULL TIME CAREGIVER, NOT A FRIENDLY NEIGHBOR.



BUT THERE'S NO WAY HER INSURANCE WOULD COVER SOMETHING LIKE THAT!

LATER THAT DAY...

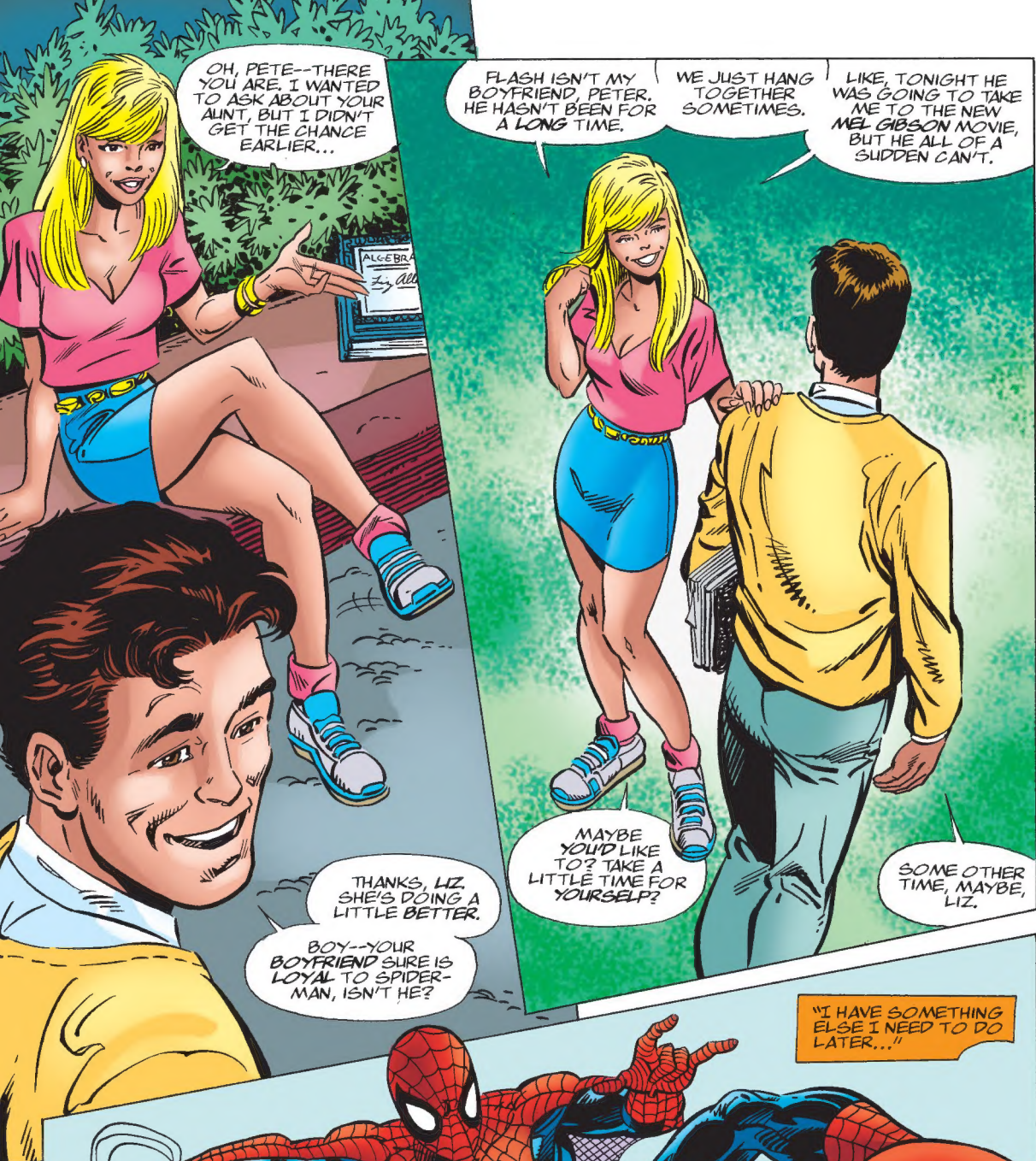
I TELL YA, SPIDEY WOULDN'T HAVE RUN OUTTA THERE WITHOUT A GOOD REASON!

GIVE IT UP, THOMPSON! FACE FACTS! YOUR BIG HERO IS A COWARD!

WELL, I'LL BE...! SO FLASH THOMPSON IS THE ONLY ONE WHO HASN'T LOST FAITH IN ME?

NOW THAT'S IRONIC!





OH, PETE--THERE YOU ARE. I WANTED TO ASK ABOUT YOUR AUNT, BUT I DIDN'T GET THE CHANCE EARLIER...

FLASH ISN'T MY BOYFRIEND, PETER. HE HASN'T BEEN FOR A LONG TIME.

WE JUST HANG TOGETHER SOMETIMES.

LIKE, TONIGHT HE WAS GOING TO TAKE ME TO THE NEW MEL GIBSON MOVIE, BUT HE ALL OF A SUDDEN CAN'T.

THANKS, LIZ, SHE'S DOING A LITTLE BETTER.

BOY--YOUR BOYFRIEND SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?

MAYBE YOU'D LIKE TO? TAKE A LITTLE TIME FOR YOURSELF?

SOME OTHER TIME, MAYBE, LIZ.

"I HAVE SOMETHING ELSE I NEED TO DO LATER..."



THE ONLY CHANCE I HAVE TO MAKE SOME MONEY FAST IS TO CASH IN ON MY CELEBRITY.



I STARTED OUT AS A BIG TV STAR... I SHOULD BE ABLE TO USE THAT AGAIN!

AND THIS IS JUST THE PLACE TO START!

HI THERE! YOU'RE THE GUYS WHO LICENSED THE RIGHTS TO DO FANTASTIC FOUR COMIC BOOKS AND MERCHANDISE, RIGHT?

WELL, BROTHER, HAVE I GOT A DEAL FOR YOU!

SPIDER-MAN...??

THE ONE AND ONLY! AND CHECK THIS OUT!

IMAGINE A WHOLE SERIES OF SPIDER-MAN TRADING CARDS!

HEY--YOU'RE NOT EVEN WATCHING ME...

WHY SHOULD I, JUNIOR? IN CASE YOU MISSED IT YOU'RE ALL WASHED UP. EVERYONE KNOWS YOU'RE A COWARD.

AND WE ONLY DEAL WITH REAL HEROES!



I DON'T BELIEVE THIS! WHAT DOES IT TAKE IN THIS CITY TO KEEP PEOPLE'S FAITH?

HEY, WAIT A MINUTE! LOOK AT THOSE CHARACTERS SKULKING AROUND THAT CORNER.

LOOKS A WHOLE LOT LIKE THEY'RE CASING THAT JEWELRY STORE!

JAMESON IS RIGHT! THE ONLY THING PEOPLE LOVE MORE THAN A SUCCESS IS A FAILURE!

OKAY! MAYBE MY LUCK IS FINALLY TURNING!

I CAN SNAG THESE CREEPS, TURN THEM OVER TO THE COPS, AND GO BACK TO BEING EVERYONE'S FAVORITE WALL-CRAWLER!

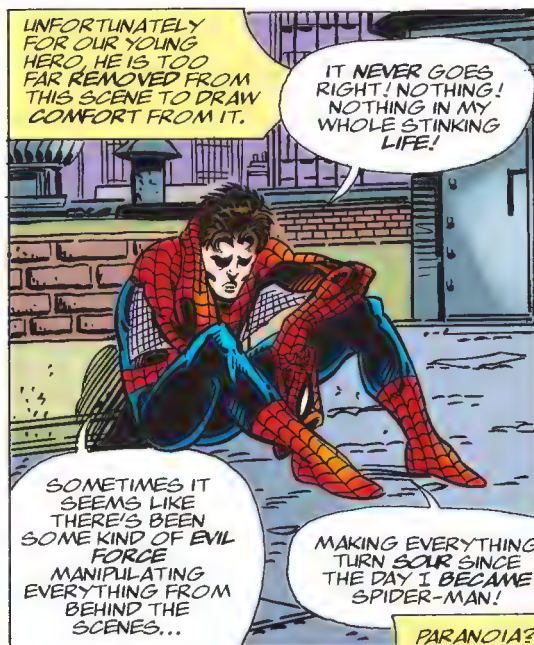
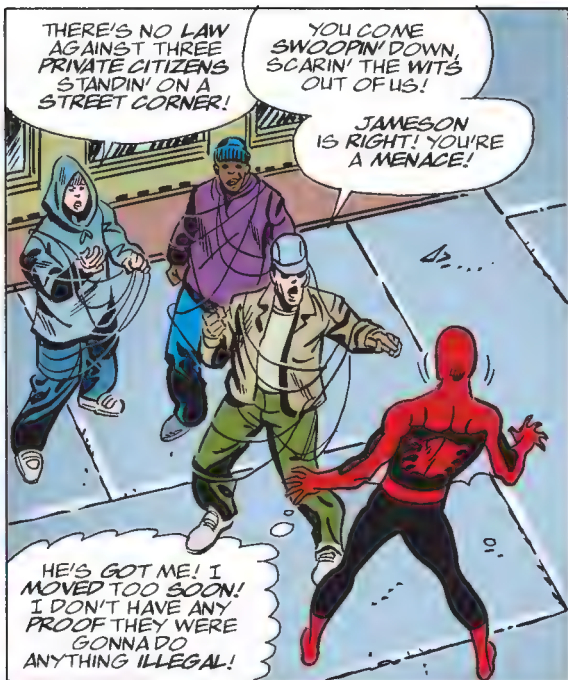
WHAT TH'...!??

HEY!

THREE GUESSES, BRIGHT BOY! WHO ELSE USES WEBBING TO CATCH CROOKS LIKE YOU?

SPIDER-MAN! WE'RE SUNK!

SHADDAP, I'LL HANDLE THIS!

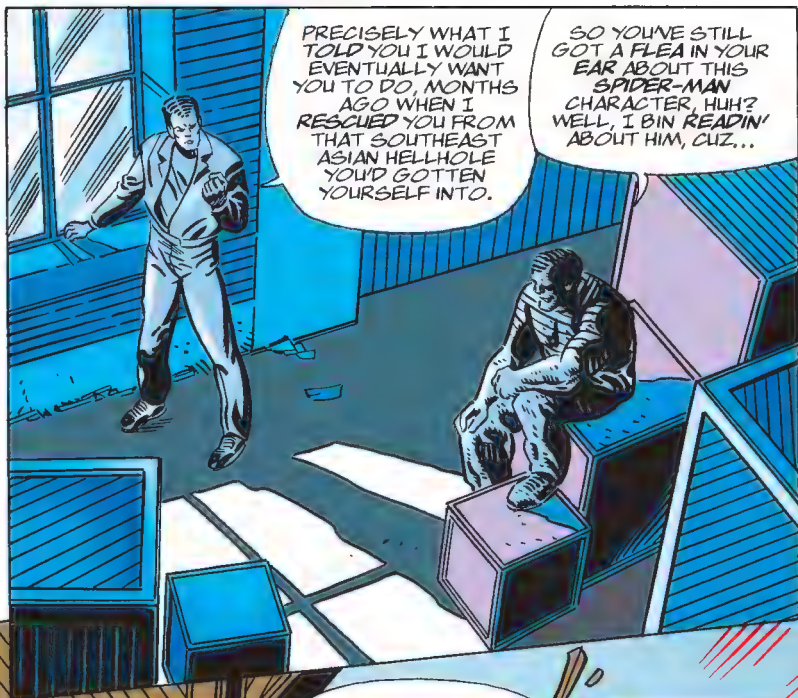


PERHAPS.

BUT, PERHAPS NOT.

LET US LOOK NOW
TO A RUN-DOWN
AREA OF THE EAST
RIVER DOCKS...

OKAY, I'M
HERE. WHAT
DO YOU WANT
ME TO DO?



PRECISELY WHAT I
TOLD YOU I WOULD
EVENTUALLY WANT
YOU TO DO, MONTHS
AGO WHEN I
RESCUED YOU FROM
THAT SOUTHEAST
ASIAN HELLHOLE
YOU'D GOTTEN
YOURSELF INTO.

SO YOU'VE STILL
GOT A FLEA IN YOUR
EAR ABOUT THIS
SPIDER-MAN
CHARACTER, HUH?
WELL, I BIN READIN'
ABOUT HIM, CUZ...

...AND HE DON'T
SEEM LIKE NOthin'
THE SANDMAN CAN'T
HANDLE REAL EASY!

JUST DON'T GET
TOO COCKY,
MARKO. THERE'S
MORE TO SPIDER-
MAN THAN YOU
MIGHT THINK!

WHICH IS WHY I'VE
DECIDED TO USE
YOU, MY BRITISH
"COUSIN," FOR ONE
MORE TEST...

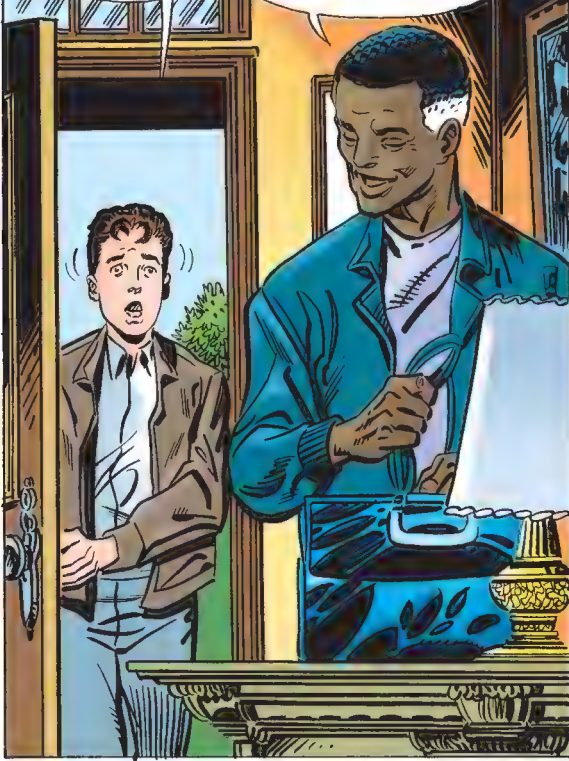


MEANWHILE...

A LONG DAY IS ENDING FOR PETER PARKER.

DOCTOR! WHAT ARE YOU DOING HERE? WHERE'S AUNT MAY...??

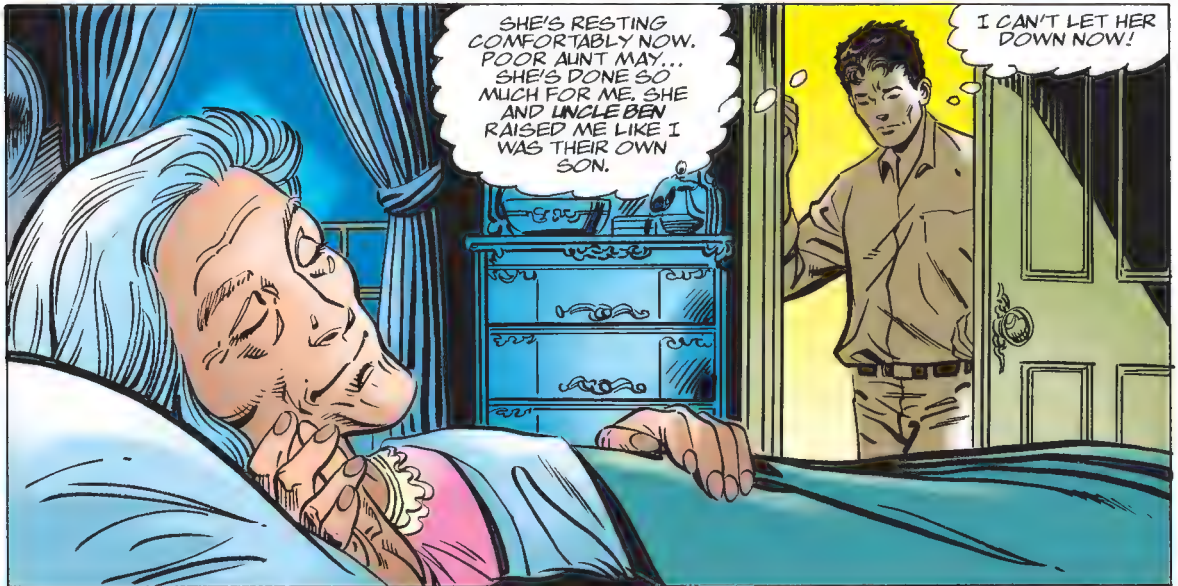
SHE'S ALL RIGHT, SON. I WAS JUST PASSING BY AND THOUGHT I'D LOOK IN ON HER.



HERE... I'VE MODIFIED HER PRESCRIPTION. GET THIS FILLED AS SOON AS YOU CAN.

YES, SIR.

MORE EXPENSE! WHERE AM I GONNA FIND THE MONEY TO PAY FOR THIS?

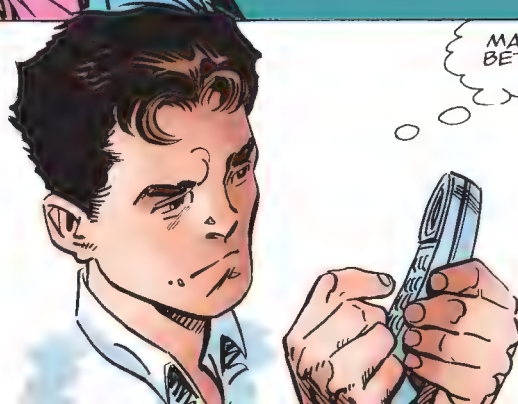


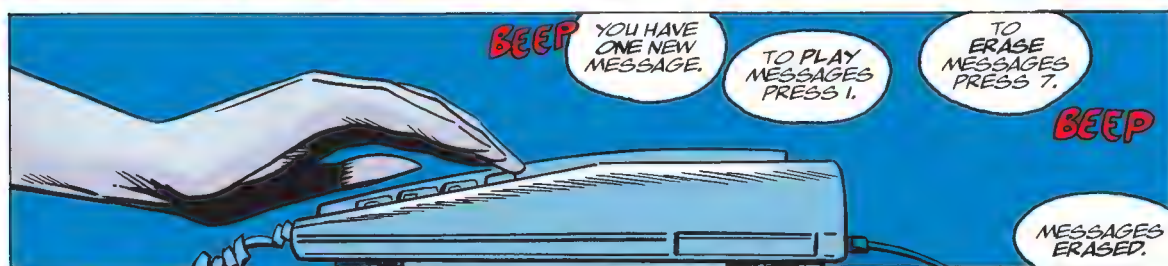
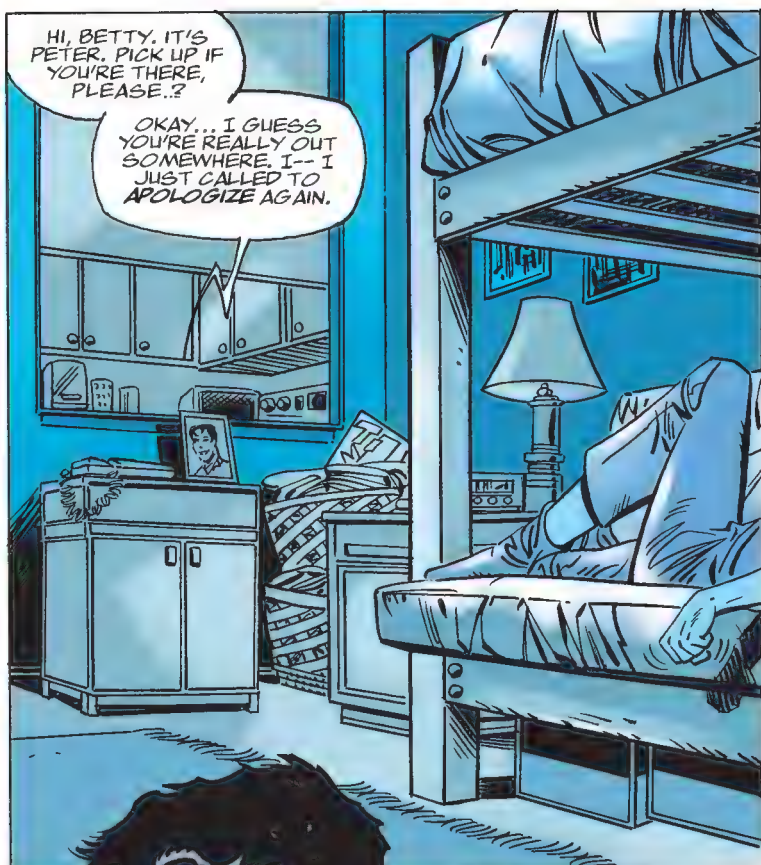
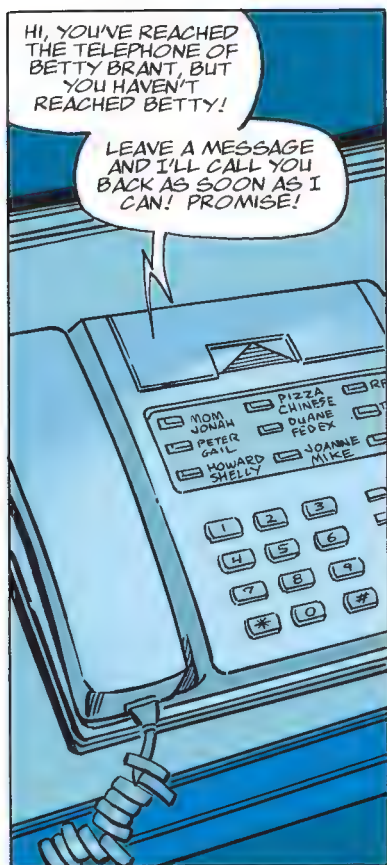
SHE'S RESTING COMFORTABLY NOW. POOR AUNT MAY... SHE'S DONE SO MUCH FOR ME, SHE AND UNCLE BEN RAISED ME LIKE I WAS THEIR OWN SON.

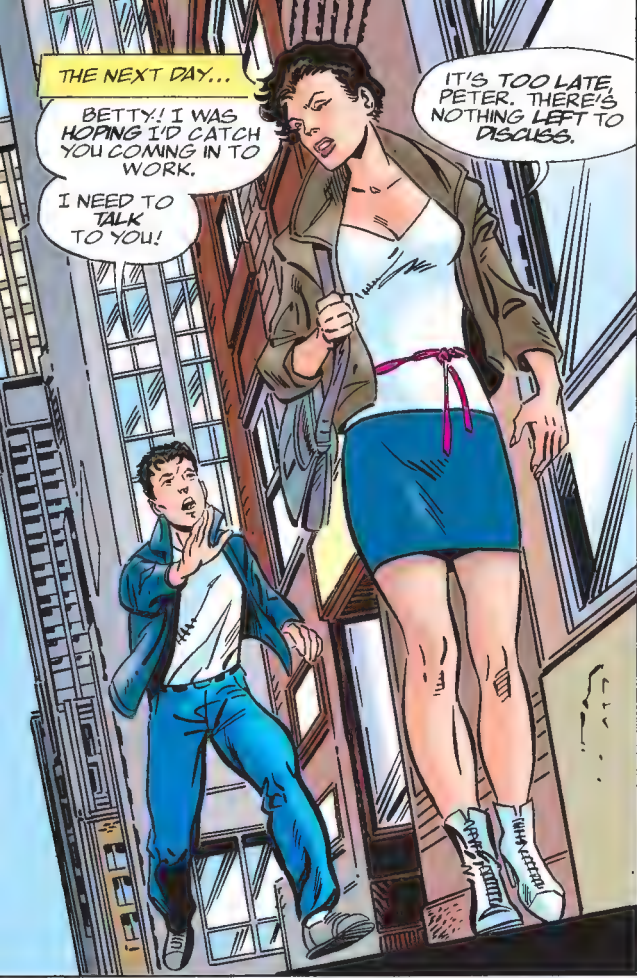
I CAN'T LET HER DOWN NOW!

BUT... I CAN'T KEEP SHOULDERING THIS ON MY OWN. I NEED TO TALK TO SOMEONE. SOMEONE WHO UNDERSTANDS... WHO CARES.

MAYBE... IF I TRY BETTY AT HOME...







THE NEXT DAY...

BETTY! I WAS HOPING I'D CATCH YOU COMING IN TO WORK.

I NEED TO TALK TO YOU!

IT'S TOO LATE PETER. THERE'S NOTHING LEFT TO DISCUSS.



I CAN TOLERATE A LOT FROM THE MEN IN MY LIFE...

...BUT NOT LIES. NEVER, EVER LIES!

BETTY...!

WELL, WELL! PARKER!



WHAT HAVE YOU GOT FOR ME TODAY, MY BOY? PICTURES OF SPIDER-MAN RUNNING?

HIDING IN A GARBAGE CAN LIKE THE TRASH HE IS?

NO, MR. JAMESON. I'VE BEEN TOO BUSY TAKING CARE OF MY AUNT. MAYBE LATER...



SURE, KID, SURE. BUT BETTER MAKE IT SNAPPY!

WON'T BE TOO MUCH LONGER AND NOBODY WILL WANT ANY MORE PICTURES OF THAT LOSER!

PETER SEEMS SO DEPRESSED. I SHOULD BE GLAD TO SEE HIM LIKE THAT...

...BUT I'M NOT BECAUSE I'M THE ONE WHO'S LYING NOW. BECAUSE I STILL HAVE FEELINGS FOR HIM.



LATER

WHY DIDN'T I THINK OF THIS BEFORE?!

THERE'S ONE SURE WAY I CAN MAKE A LOT OF EXTRA CASH!



SPIDER-MAN!?!

DON'T BE ALARMED, GENTS! I'M HERE TO OFFER YOU A BUSINESS DEAL!



IF YOU KNOW WHO I AM, YOU MUST ALSO KNOW I HAVE MY VERY OWN WEBBING.

BUT I DON'T MAKE IT THE WAY REAL SPIDERS DO!

I WOULD RATHER HOPE NOT!!



CHECK THIS OUT!

FEELS LIKE THIS BLOCK OF CAST IRON WEIGHS ABOUT HALF A TON.

BUT WITH A SINGLE STRAND OF MY WEB...



...I CAN HOLD IT SUSPENDED ABOVE THE FLOOR!

THAT COULD BE WORTH A FORTUNE IN THE OPEN MARKET!

INCREDIBLE!

BUT, A FEW MINUTES LATER...

OOPS! THE TIME
LIMIT HAS RUN OUT.
SEE, I USE THIS
PARTICULAR FORMU-
LA SO THE
BAD GUYS WON'T
STAY TIED UP
FOREVER!

BUT... WHAT
POSSIBLE USE IS
SOMETHING LIKE
THAT? GLUE IS
SUPPOSED TO BE
PERMANENT!

SURE.. BUT IT
SHOULD BE EASY
ENOUGH FOR ME TO
MODIFY THE
FORMULA SO THAT...

FINE--AS SOON
AS YOU DO, COME
BACK AND TALK TO
US.

RIGHT NOW,
YOU'RE JUST
WASTING OUR
TIME!

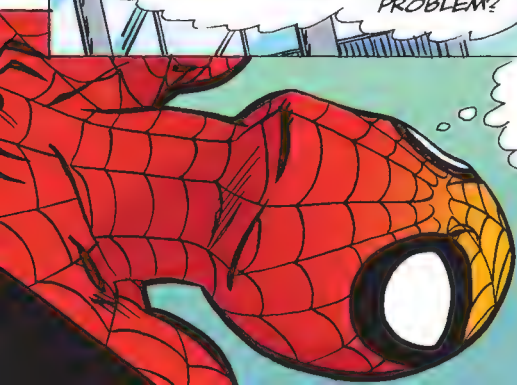
THERE'S
NO PROFIT
TO BE MADE
OUT OF
REINVENTING
POST-IT
NOTES!



AND THAT IT
COULD TAKE
MONTHS FOR ME
TO FIGURE OUT
HOW TO MAKE IT
PERMANENT!

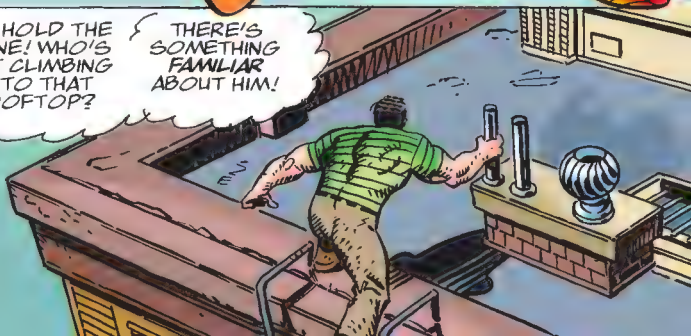
BLAST! HOW
COULD I TELL THEM
THAT THE POLYMER
IN MY WEBBING IS
SOMETHING I
CAME UP WITH
BEFORE I BECAME
SPIDER-MAN?

THAT IT WAS
A SOLUTION
LOOKING FOR A
PROBLEM?



HEY, HOLD THE
PHONE! WHO'S
THAT CLIMBING
ONTO THAT
ROOFTOP?

THERE'S
SOMETHING
FAMILIAR
ABOUT HIM!



OF COURSE! I'VE
SEEN HIM ON TV
NEWS! HE'S
WANTED FROM
MAINE TO
MEXICO!

THE
SAND-
MAN!

GLAD YOU'VE
DONE YOUR
HOMEWORK,
JUNIOR.

MAYBE THAT'LL
MAKE YOU *SMART*
ENOUGH TO JUST
SURRENDER.

SURRENDER?

WHAT, ARE
YOU TRYING
TO BE FUNNY
OR... HEY!

HA!



YOU THINK I
GOT MY NAME
BECAUSE I MAKE
PEOPLE SLEEPY,
PUNK?

GO AHEAD!
TAKE YER
BEST SHOT!

YOU'RE
NOT FLESH
AND BLOOD!

YOU REALLY
ARE MADE OUT
OF SAND!

HEY, YOU
SHOULD BE
ON JEOPARDY,
YOU'RE SO
SMART!

BUT THERE HAS TO BE SOME WAY TO...OW!!

HA! SEE, I CAN SHAPE MY BODY AT WILL INTO ANY FORM SAND CAN TAKE...

...INCLUDING BEIN' HARD AS A ROCK!

AN' I CAN STRETCH MYSELF IN WAYS THAT MAKE REED RICHARDS LOOK LIKE A CHEAP RUBBER BAND!!

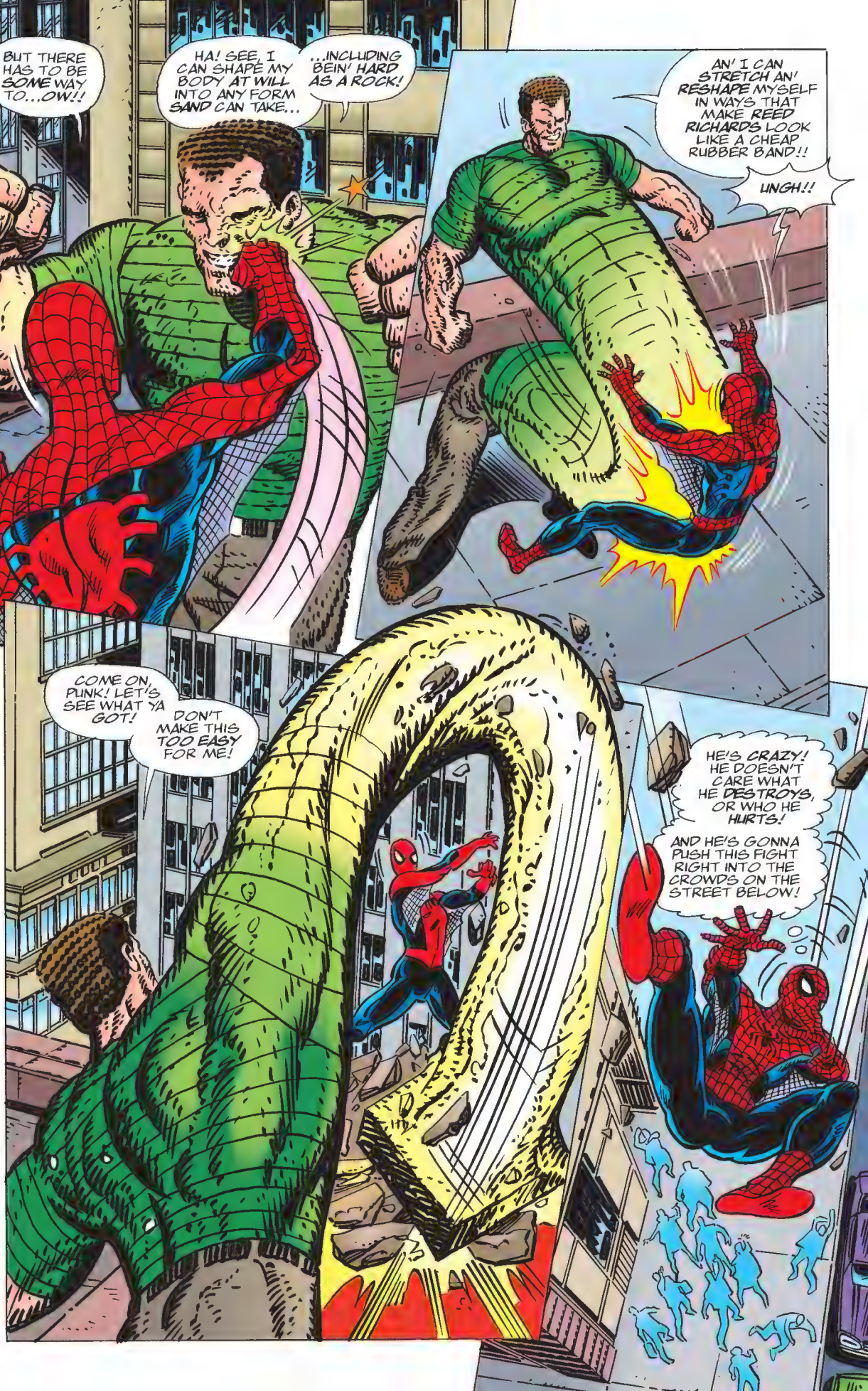
UNGH!!

COME ON, PUNK! LET'S SEE WHAT YA GOT!

DON'T MAKE THIS TOO EASY FOR ME!

HE'S CRAZY! HE DOESN'T CARE WHAT HE DESTROYS, OR WHO HE HURTS!

AND HE'S GONNA PUSH THIS FIGHT RIGHT INTO THE CROWDS ON THE STREET BELOW!





HEY, THIS IS
EVEN BETTER!
NOW I GET TA
HAND YA YER
HEAD IN FRONT
OF AN
AUDIENCE!

LOOK! THE
SANDMAN!

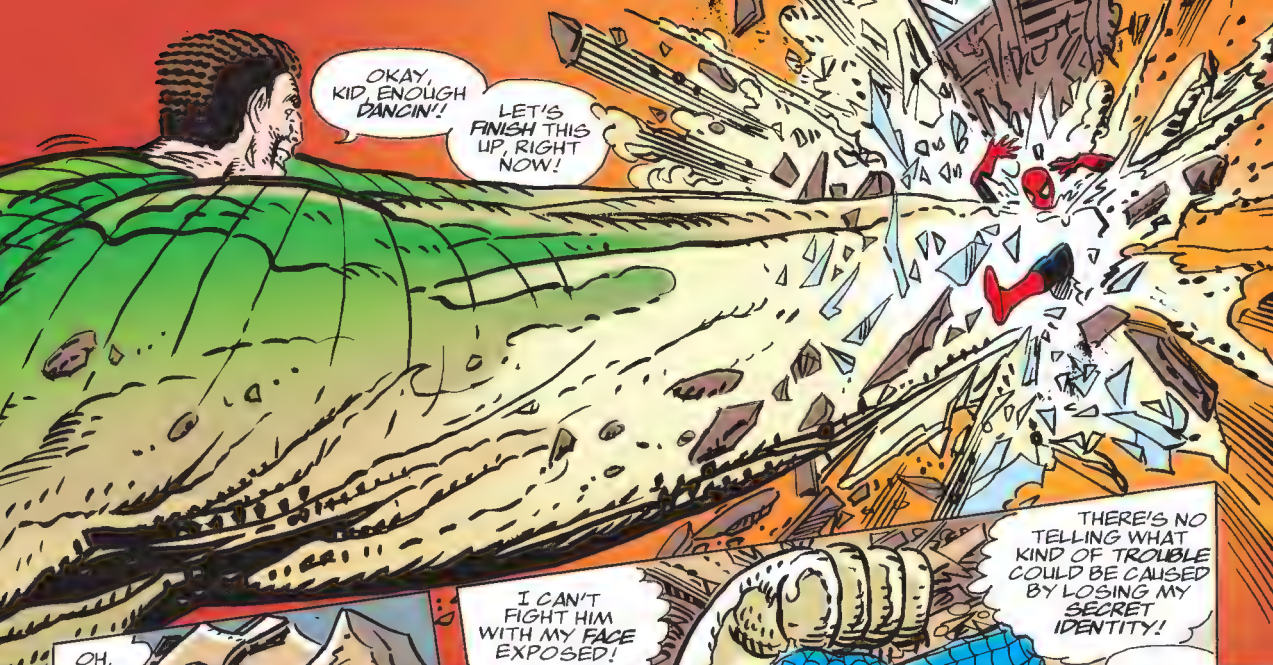
HE'S ON
THE FBI'S
MOST
WANTED
LIST!

AND HE DIDN'T
GET THERE BY
HAVING A BAD
ATTITUDE!

AND ON TOP OF
THAT, I HAVE TO
DEVOTE MOST OF
MY ATTENTION TO
KEEPING
ONLOOKERS FROM
BEING HURT!

I'VE NEVER
HAD TO FACE
ANYONE LIKE
HIM BEFORE!

MY STRENGTH
AND AGILITY
ARE ALMOST
USELESS
AGAINST HIS BRUTE
FORCE.



OKAY,
KID ENOUGH
DANCIN'!

LET'S
FINISH THIS
UP, RIGHT
NOW!

THERE'S NO
TELLING WHAT
KIND OF TROUBLE
COULD BE CAUSED
BY LOSING MY
SECRET
IDENTITY!

HEY!
COME
BACK
HERE!!

I CAN'T
FIGHT HIM
WITH MY FACE
EXPOSED!

OH,
NO!

ALL THIS
BROKEN STONE
AND GLASS! IT'S
TEARING MY
COSTUME TO
SHREDS!

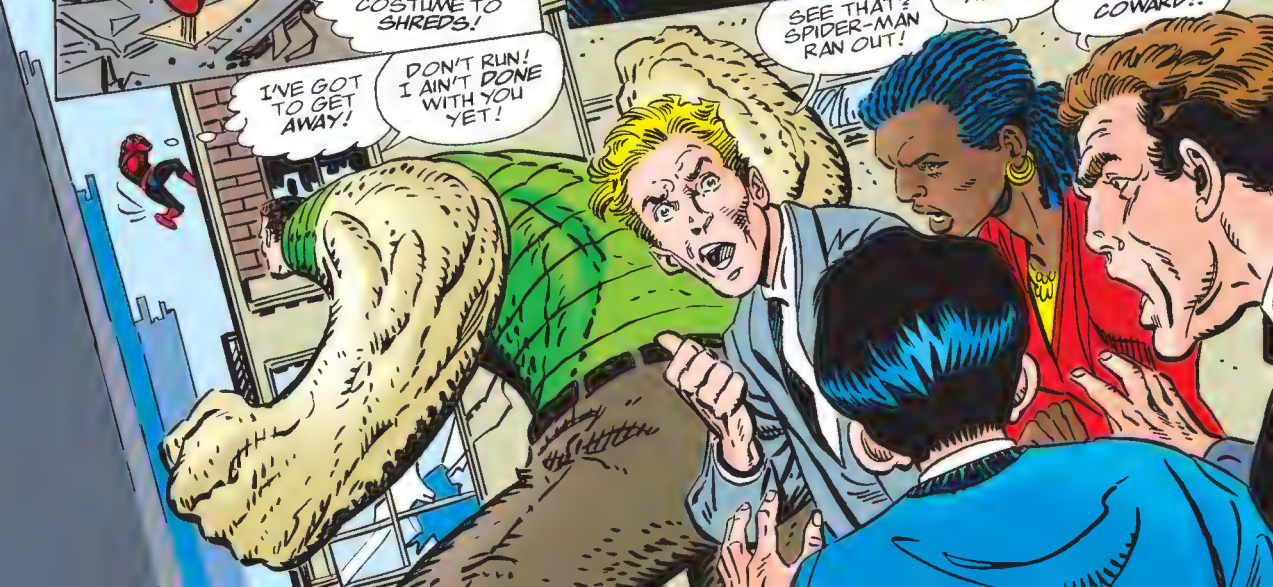
I'VE GOT
TO GET
AWAY!

DON'T RUN!
I AIN'T DONE
WITH YOU
YET!

SEE THAT?
SPIDER-MAN
RAN OUT!

AGAIN!

HE REALLY
IS A
COWARD!!





NO! NO!

WHY WON'T ANYONE TRUST ME? AFTER ALL THE TIMES I'VE SAVED THEM AT THE RISK OF MY OWN LIFE...!!!

OKAY--
WORRY ABOUT
THAT LATER,
PARKER!

YOU RAN TO
PROTECT YOUR
IDENTITY--AND
THAT MAY BE THE
ONLY CARD YOU
HAVE TO PLAY
RIGHT NOW!



HEY, KID!
YOU SEE
THAT CREEP
SPIDER-MAN
COME BY
HERE?

N-NO. HE
MUST HAVE
GONE IN THE
OTHER
DIRECTION...



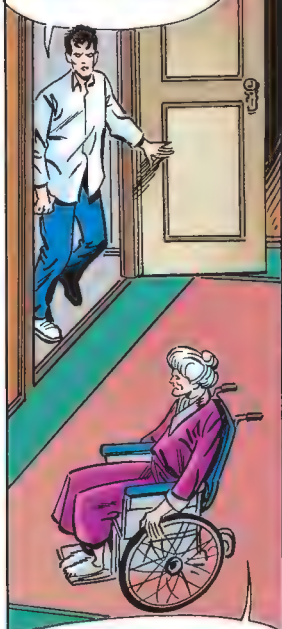
YEAH. WELL,
I'LL FIND HIM.
AN' WHEN I DO,
HE'S TOAST!

HE'S LEAVING.
AND THERE'S
NOTHING I
CAN DO TO
STOP HIM!

OH, MAN!
EVEN FLASH
THOMPSON IS
GONNA GIVE UP
ON SPIDER-
MAN AFTER
THIS!

LATER, A WEARY PETER PARKER FINDS HIS WAY HOME AT LAST...

AUNT MAY! YOU'RE UP... BUT WHY ARE YOU ALONE? THE DOCTOR SAID...

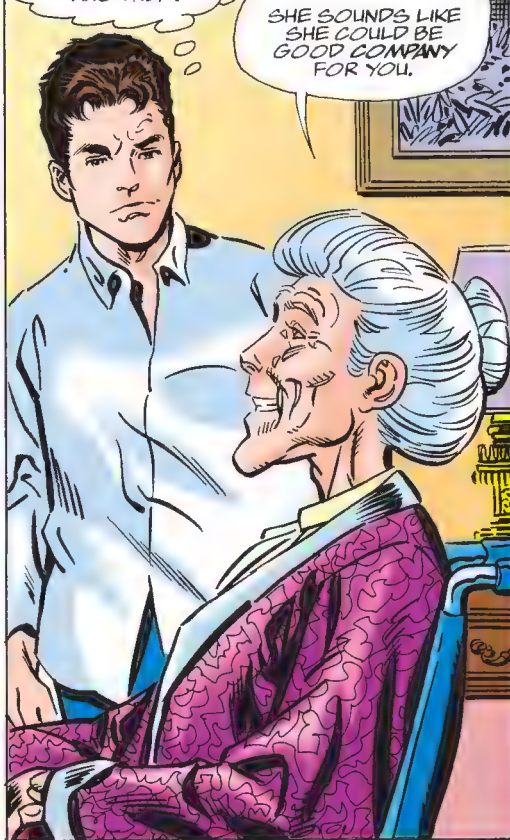


OH, I'M PERFECTLY ALL RIGHT, DEAR. ANNA WATSON HAD TO LEAVE FOR A WHILE, BUT SHE PROMISED TO BE BACK BEFORE ANYTHING COULD POSSIBLY HAPPEN TO ME!

LIKE SHE'D KNOW THAT? AUNT MAY'S HEART ATTACK HIT HER WITH ALMOST NO WARNING. IT'S IMPOSSIBLE TO PREDICT WHEN SHE MIGHT HAVE ANOTHER!

ANNA HAD TO GO TO THE AIRPORT TO PICK UP HER NIECE YOU KNOW. THE NICE GIRL I'VE BEEN TRYING TO ARRANGE FOR YOU TO MEET.

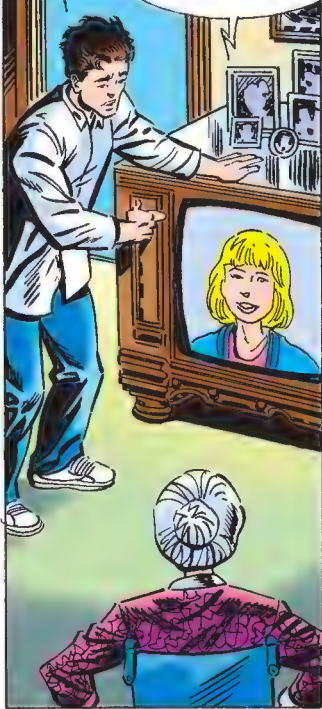
SHE SOUNDS LIKE SHE COULD BE GOOD COMPANY FOR YOU.



I GUESS... WELL, AS LONG AS YOU'RE UP, YOU CAN WATCH SOME TV. ISN'T IT TIME FOR YOUR FAVORITE SOAP?

WE INTERRUPT OUR REGULARLY SCHEDULED PROGRAMMING FOR A SPECIAL BROADCAST.

LADIES AND GENTLEMEN, THE PUBLISHER OF THE NEW YORK DAILY BUGLE...



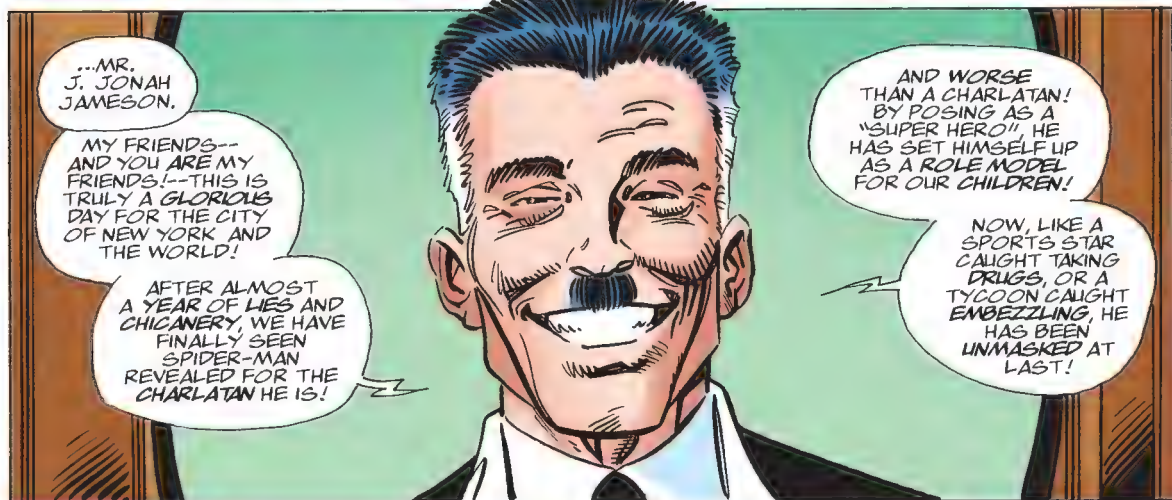
...MR. J. JONAH JAMESON.

MY FRIENDS-- AND YOU ARE MY FRIENDS!--THIS IS TRULY A GLORIOUS DAY FOR THE CITY OF NEW YORK AND THE WORLD!

AFTER ALMOST A YEAR OF LIES AND CHICANERY, WE HAVE FINALLY SEEN SPIDER-MAN REVEALED FOR THE CHARLATAN HE IS!

AND WORSE THAN A CHARLATAN! BY POSING AS A "SUPER HERO," HE HAS SET HIMSELF UP AS A ROLE MODEL FOR OUR CHILDREN!

NOW, LIKE A SPORTS STAR CAUGHT TAKING DRUGS, OR A TYCOON CAUGHT EMBEZZLING, HE HAS BEEN UNMASKED AT LAST!

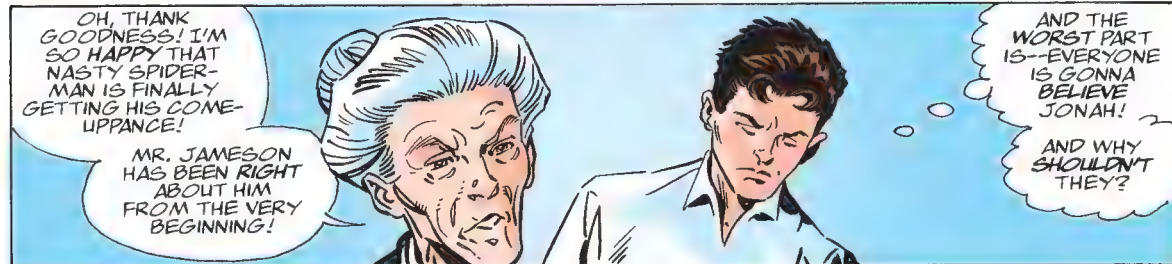


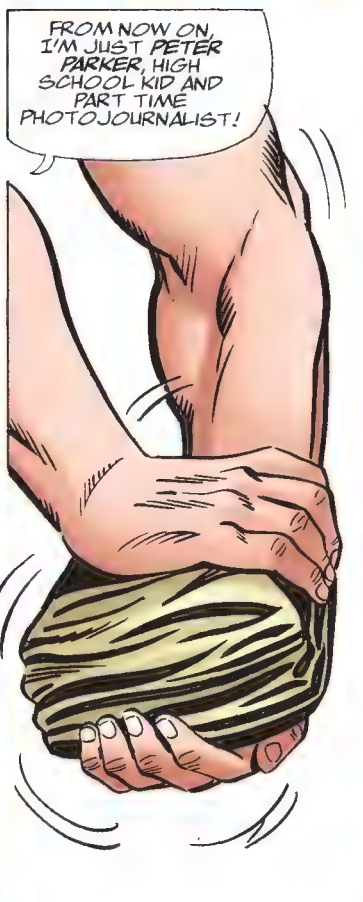
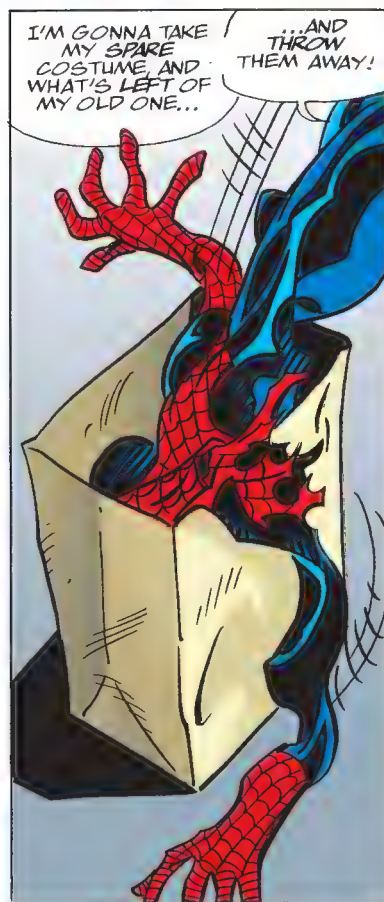
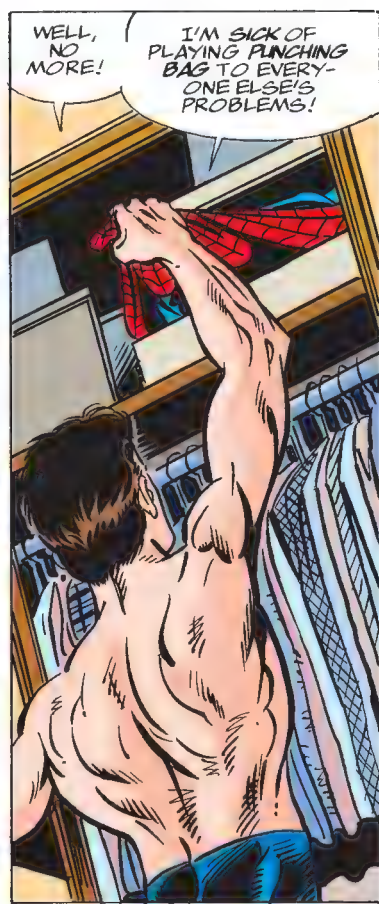
OH, THANK GOODNESS! I'M SO HAPPY THAT NASTY SPIDER-MAN IS FINALLY GETTING HIS COME-UPPANCE!

MR. JAMESON HAS BEEN RIGHT ABOUT HIM FROM THE VERY BEGINNING!

AND THE WORST PART IS--EVERYONE IS GONNA BELIEVE JONAH!

AND WHY SHOULDN'T THEY?





BUT, THE NEXT DAY, AT MIDTOWN HIGH...

FLASH, I ABSOLUTELY CANNOT BELIEVE YOU! HOW CAN YOU STILL BE A FAN OF SPIDER-MAN???

BECAUSE HE'S MY PAL. REMEMBER? HE KNOWS WHO I AM!

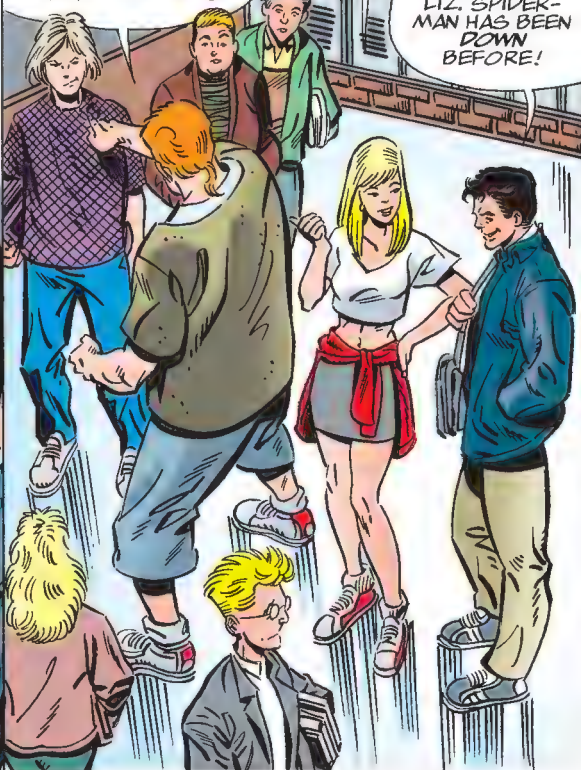
AND I KNOW WHO HE IS! AND I KNOW HE MUST HAVE A REASON FOR DOING WHAT HE'S DOING!

WOW! SO FLASH IS STILL IN MY CAMP! I WONDER-- WOULD HE BE, IF HE WASN'T SPEAKING METAPHORICALLY, AND REALLY KNEW WHO WAS BEHIND SPIDER-MAN'S MASK!

JUST YOU WAIT! YOU'LL ALL BE WHISTLING A WHOLE 'NOTHER TUNE WHEN THE WEBSPINNER PROVES WHAT A GREAT GUY HE IS!

PETER! YOU'RE THE SMARTEST KID IN SCHOOL. DO YOU BELIEVE WHAT FLASH IS SAYING?

YOU CAN NEVER TELL, LIZ. SPIDER-MAN HAS BEEN DOWN BEFORE!



THAT AFTERNOON, AS LENGTHENING SHADOWS FOLLOW PETER HOME FROM SCHOOL...

FLASH IS SUCH A TOTAL CHUMP, BUT HIS LOYALTY REALLY IS TOUCHING.

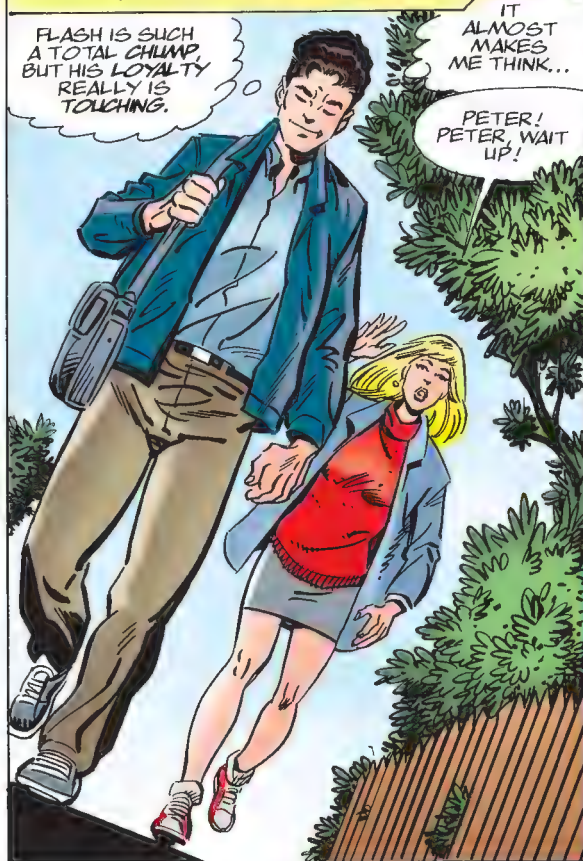
IT ALMOST MAKES ME THINK...

PETER! PETER, WAIT UP!

LIZ! WHAT'S WRONG? WHAT ARE YOU SO UPSET ABOUT ??

YOU REMEMBER WHEN FLASH DRESSED UP AS SPIDER-MAN A COUPLE OF MONTHS AGO? WHEN HE GOT CAPTURED BY DOCTOR DOOM?

WELL, THE IDIOT IS DOING IT AGAIN! HE'S DUG OUT HIS SPIDER-MAN COSTUME, AND HE SAYS HE'S GONNA SHOW EVERYONE SPIDEY IS NO COWARD!



AT THAT MOMENT,
SEVERAL BLOCKS
AWAY.

SURE AM
GLAD I KEPT
THIS SPIDER-
MAN SUIT!

IF I CAN FIND A
CRIME BEING
COMMITTED
AND BUST IT UP,
SPIDEY WILL
GET THE
CREDIT!

THIS WAY HE CAN
KEEP ON WITH
WHATEVER **SECRET**
MISSION HE'S GOT
GOING AND NOT
HAVE TO WORRY
ABOUT WHAT
PEOPLE THINK!

HEY, THOSE
KIDS ARE
TRYIN' TO
STEAL THAT
CAR!

PERFECT!

LOOK!
SPIDER-
MAN!

OKAY,
PUNKS,
GAME
OVER!

LET'S SEE
ALL OF YOU TURN
AROUND AND
MARCH TO THE
NEAREST POLICE
STATION!

WHAT
ARE WE
GONNA DO,
RICKY?

DO..?





I WAS BEGINNING TO
THINK LIZ WAS NEVER
GONNA LEAVE!

SHE SURE HAD A
LOT TO VENT ABOUT
FLASH'S IDIOCIES!
AMAZING SHE
STAYED HIS
GIRLFRIEND AS
LONG AS SHE DID!



LOOK! IT'S SPIDER-
MAN!

HANDS AGAINST THE
WALL!

OKAY, BACK OFF
CREEPS!

COPS--LOOKS LIKE
THEY'RE
RESPONDING TO A
CALL.

WOULD IT BE TOO
MUCH TO HOPE
THEY'LL LEAD ME
TO FLASH?



N-N-O... I'M SPIDER-
MAN! SEE HOW I
WAS FIGHTIN' THOSE
THREE GUYS ALL BY
MYSELF?

HEY, WAIT! YOU'RE
NOT SPIDER-MAN!
I'VE SEEN YOU PLAY
FOR THE MIDTOWN
HIGH FOOTBALL TEAM.
YOU'RE FLASH
THOMPSON!





DOESN'T THAT PROVE HOW BRAVE I AM?

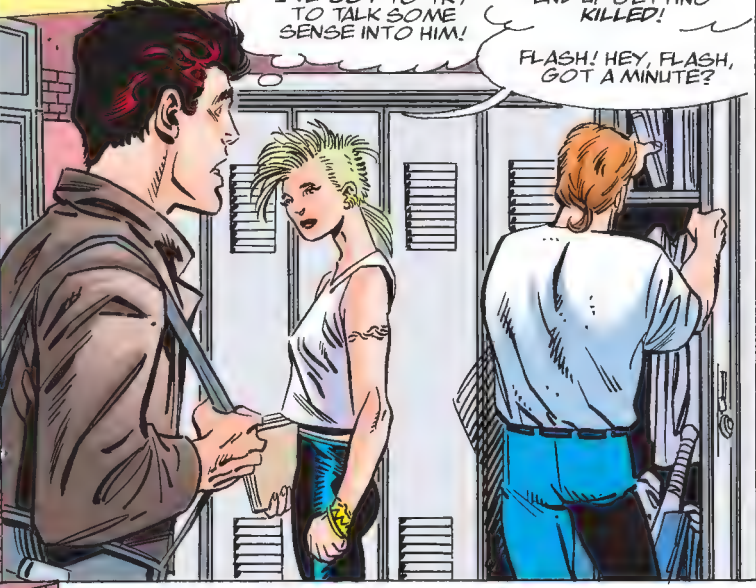
HOW CRAZY, YOU MEAN. DIDN'T YOU GET IN TROUBLE IMPERSONATING SPIDER-MAN ONCE BEFORE?

"...BUT TOMORROW I'D BETTER HAVE A SERIOUS TALK WITH FLASH!"

THERE'S NOT MUCH CHANCE HE'LL LISTEN TO ME, BUT I'VE GOT TO TRY TO TALK SOME SENSE INTO HIM!

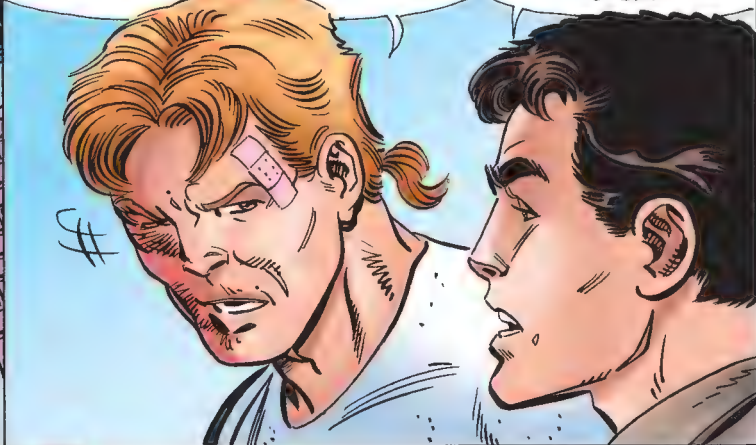
IF HE KEEPS IMPERSONATING ME LIKE THAT, HE'LL END UP GETTING KILLED!

FLASH! HEY, FLASH, GOT A MINUTE?



PARKER. OKAY--GO AHEAD AND GLOAT... TELL ME I MADE A FOOL OF MYSELF! TELL ME SPIDER-MAN IS A BIG ZERO!

HEY, CHILL, FLASHMAN! THAT'S NOT WHAT I WANTED TO SAY!



BETTER STAY AWAY FROM FLASH FOR A WHILE, PETER. HE'S... SENSITIVE ABOUT WHAT HAPPENED.

THERE'S A LOT OF RAGE LOCKED UP INSIDE FLASH THOMPSON, ISN'T THERE?

IT'S GONNA GET HIM IN SERIOUS TROUBLE, ONE OF THESE DAYS!

HE EVEN CAME CLOSE TO TAKING A SWING AT ME BECAUSE I TOLD YOU ABOUT IT!



LOOKS LIKE THE POLICE ARE GONNA TAKE CARE OF FLASH.

I CAN GET ON HOME.

LATER, AS PETER HEADS IN TO THE BUGLE IN SEARCH OF FURTHER EMPLOYMENT...

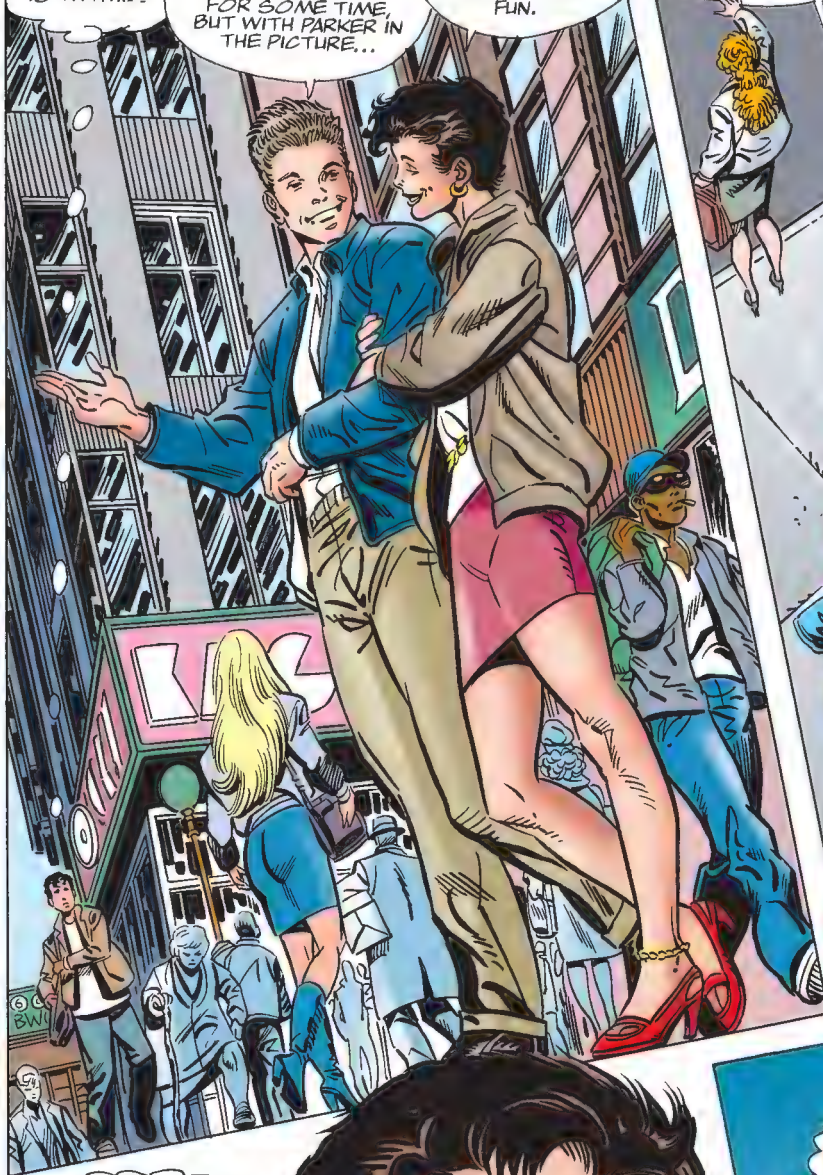
HEY...!
WHO'S THAT
BETTY
IS WITH...??

GLAD YOU WERE
FREE TONIGHT,
BETTY. I'D WANTED
TO ASK YOU OUT
FOR SOME TIME,
BUT WITH PARKER IN
THE PICTURE...

DON'T...
WORRY ABOUT
THAT NED. LET'S
JUST GO AND
HAVE SOME
FUN.

IT SEEMS LIKE
SUCH A LONG TIME
SINCE I WAS ABLE
TO JUST KICK BACK
AND ENJOY
MYSELF!

WELL, LEAVE
THAT TO ME, FAIR
LADY! HOW ABOUT
WE GRAB A BITE TO
EAT BEFORE WE
CHECK OUT THE
MOVIES...?



I'VE LOST HER!
SHE WAS THE
ONE SOLID CENTER
IN MY WHOLE
MISERABLE LIFE...



...AND NOW,
SHE'S ONE MORE
CASUALTY I CAN
HAND OFF TO
SPIDER-MAN.

IF I WERE JUST A
REGULAR GUY,
BETTY WOULD STILL
BE MY GIRL, AND
ALL MY OTHER
PROBLEMS WOULD
JUST MELT AWAY...



AND PERHAPS FORGETTING THAT BUT FOR SPIDER-MAN PETER PARKER MIGHT NEVER HAVE MET THE VIVACIOUS BETTY BRANT...

...PETER WANDERS BACK TO HIS FAMILIAR FOREST HILLS HOME, TO FIND...

AUNT MAY!

I'M RIGHT HERE, DEAR. I THOUGHT I MIGHT TEST MY LEGS A LITTLE!

BUT YOU SHOULDN'T! THE DOCTOR SAID YOU SHOULD TAKE IT EASY FOR AT LEAST A MONTH!

WELL, I THINK I'VE BEEN AROUND LONG ENOUGH TO KNOW WHEN I'M FEELING BETTER AND WHEN I'M NOT!

YOU DON'T WANT TO TURN ME INTO AN INVALID, DO YOU DEAR?

NO... BUT...

NO "BUTS" NOW, PETER! I WANT YOU TO REMEMBER SOMETHING.

I MAY BE OLD, AND I MAY BE WEAK, BUT I AM NO QUITTER. IF I WAS, I WOULD HAVE GIVEN UP AFTER YOUR UNCLE BEN WAS MURDERED!

TH-THAT'S TRUE, I SUPPOSE...

NOW, I'LL BE FINE. YOU RUN ALONG AND GET ON WITH YOUR LIFE, PETER!

I DON'T WANT TO BECOME DEPENDENT ON YOU--AND I DON'T WANT YOU BECOMING TIED TO ME!

I'D NEVER FEEL THAT, AUNT MAY!

LATER, IN HIS ROOM...

WHAT AN AMAZING WOMAN AUNT MAY IS! AND SHE'S ABSOLUTELY RIGHT!

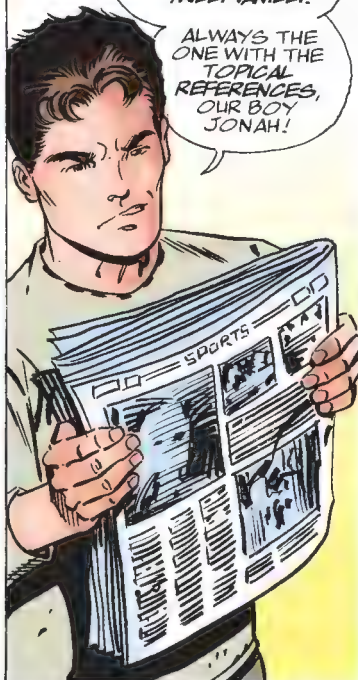
SHE'S BEEN THROUGH A LOT WORSE THINGS THAN I HAVE, IN HER LIFE, AND SHE NEVER ONCE EVEN THOUGHT ABOUT GIVING UP!



AND LOOK AT THIS! EVEN WHEN HE THINKS I'M DOWN AND OUT, JONAH CAN'T STOP KICKING ME IN HIS SCANDAL RAG!

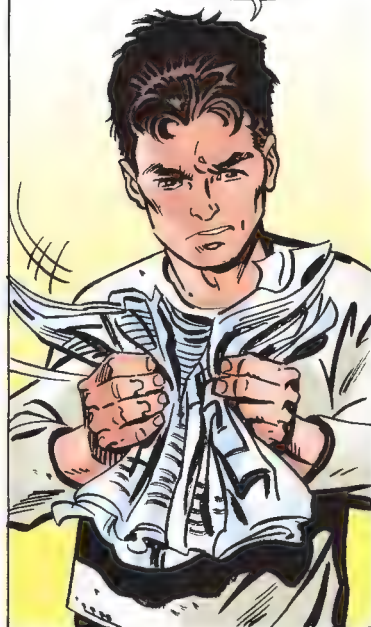
NOW HE SAYS I'M THE BIGGEST PHONY SINCE MILLI VANILLI!

ALWAYS THE ONE WITH THE TOPICAL REFERENCES, OUR BOY JONAH!



WELL, MAYBE HE'S RIGHT! MAYBE IT TOOK AUNT MAY TO TEACH ME SOMETHING I SHOULD HAVE KNOWN ALL ALONG!

ONLY A WEAKLING QUILTS WHEN THE GOING GETS TOUGH!

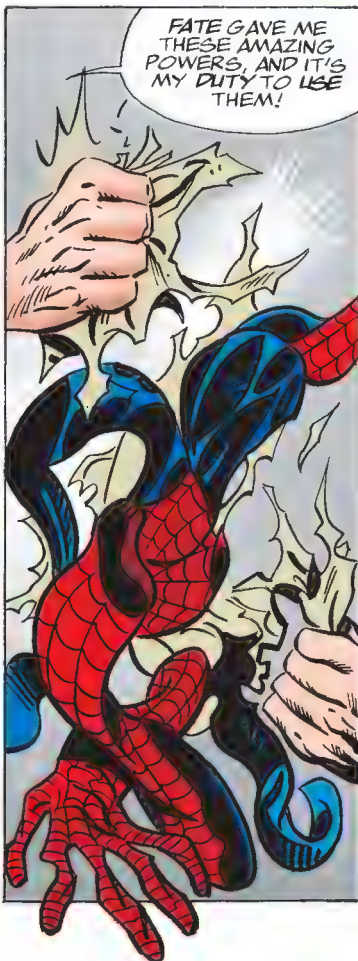


SURE, I'VE HAD MY SHARE OF BAD BREAKS. WHO HASN'T? BUT I'VE BEEN WASTING TOO MUCH TIME ON SELF-PITY.

WELL, I'M DONE WITH THAT, NOW!




FATE GAVE ME THESE AMAZING POWERS, AND IT'S MY DUTY TO USE THEM!



AND THAT MEANS SPIDER-MAN IS GOING INTO ACTION AGAIN!



A full-page illustration of Spider-Man in his classic red and blue suit. He is in a dynamic, lunging pose, facing forward with his right arm raised and clenched into a fist, and his left arm extended back, holding a crumpled newspaper. The background is a light blue and white web pattern. Three speech bubbles are present: one in the top left, one in the top right, and one in the bottom right. A yellow text box is located in the bottom right corner.

I'LL FIGHT LIKE
I'VE NEVER
FOUGHT BEFORE!
NOTHING CAN
STOP ME
NOW!

BECAUSE
NOW I KNOW
THAT NO MAN
CAN ESCAPE
HIS DESTINY...

...AND I WAS
BORN TO
BE
SPIDER-
MAN!!

AND THAT, DEAR
READERS, IS WHERE
WE ORIGINALLY
THOUGHT WE'D END
OUR SPECTACULAR
RETELLING OF THIS
FIRST CHAPTER OF
SPIDEY'S CAREER...

...BUT THEN WE
THOUGHT YOU MIGHT
LIKE TO ACTUALLY
SEE HOW THE
WALLCRAWLER
MANAGED TO
DEFEAT THE
SANDMAN!

SO LET'S LOOK IN
ON OUR HERO A FEW
HOURS LATER, AS A
SEARCH OF THE
CITY FINALLY
YIELDS...

PAYDIRT!

SPIDER-
MAN!

THAT GUY
SNEAKING INTO
THAT OFFICE
BUILDING LOOKS
ABOUT THE RIGHT
SIZE AND BUILD
TO BE THE
SANDMAN.

LET'S GET A
LITTLE CLOSER
AND SEE WHAT
HE'S UP TO!

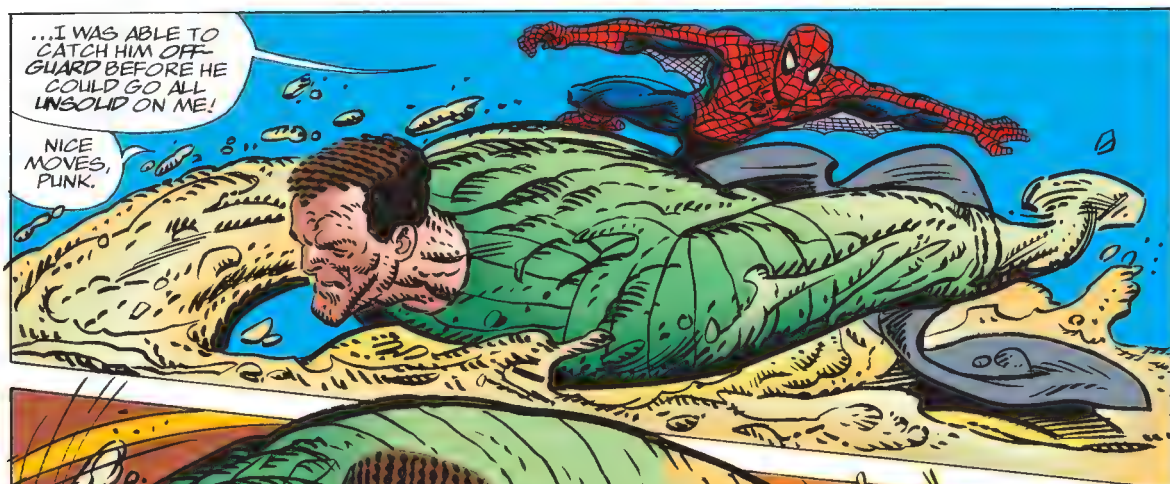
HIYA
SANDY!

MISS
ME?

AND BY
GRABBING HIM
WITH A WRESTLING
HOLD INSTEAD
OF THROWING
ANOTHER
PUNCH...

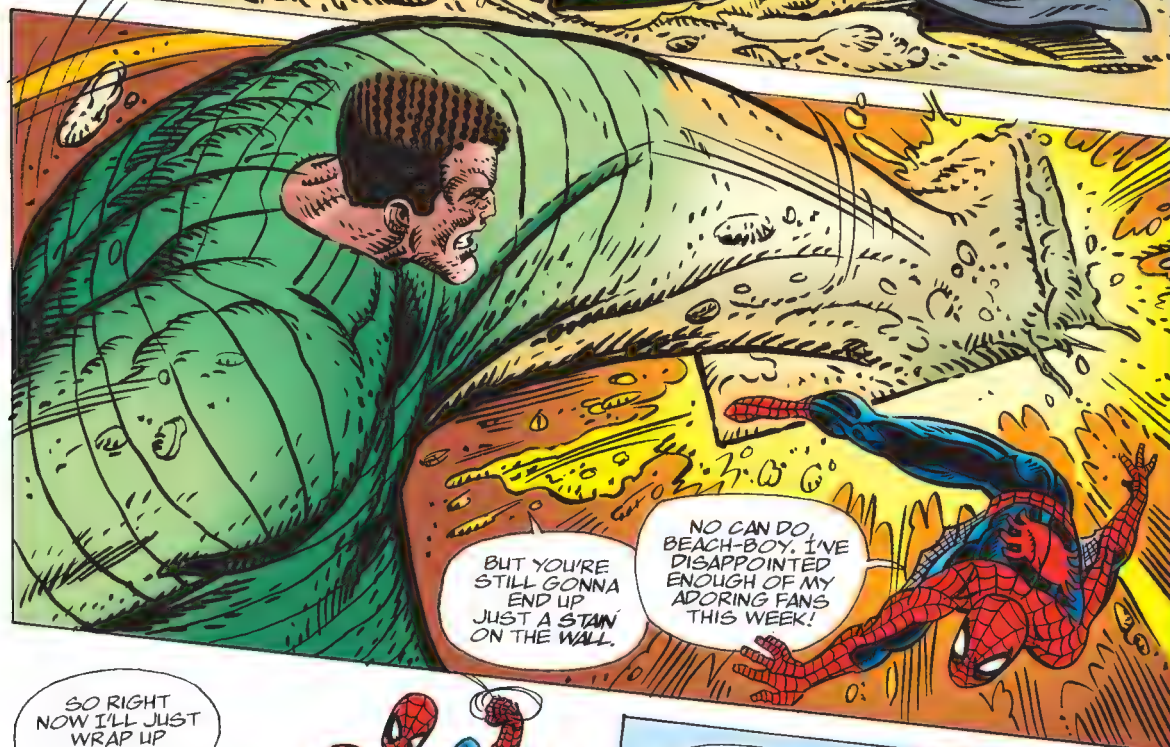
MAN, YOU
BAD GUYS
ARE SO
UNORIGINAL!

ALL YOU EVER
DO IS SHOUT
OUT MY NAME!



...I WAS ABLE TO CATCH HIM OFF-GUARD BEFORE HE COULD GO ALL UNSOLD ON ME!

NICE MOVES, PUNK.



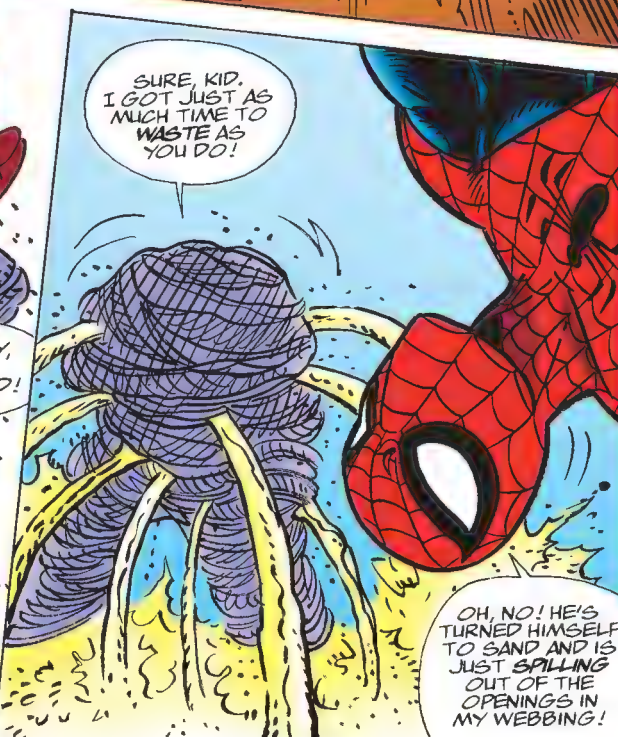
BUT YOU'RE STILL GONNA END UP JUST A STAIN ON THE WALL.

NO CAN DO BEACH-BOY. I'VE DISAPPOINTED ENOUGH OF MY ADORING FANS THIS WEEK!



SO RIGHT NOW I'LL JUST WRAP UP THIS LITTLE FRACAS--

LITERALLY, IF YOU DON'T MIND!



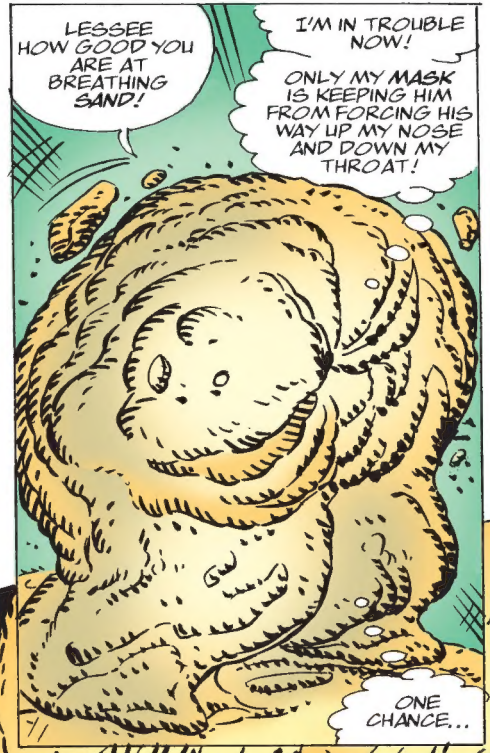
SURE, KID. I GOT JUST AS MUCH TIME TO WASTE AS YOU DO!

OH, NO! HE'S TURNED HIMSELF TO SAND AND IS JUST SPILLING OUT OF THE OPENINGS IN MY WEBBING!



YOU MAY HAVE THE FANCY SUIT, LOSER...

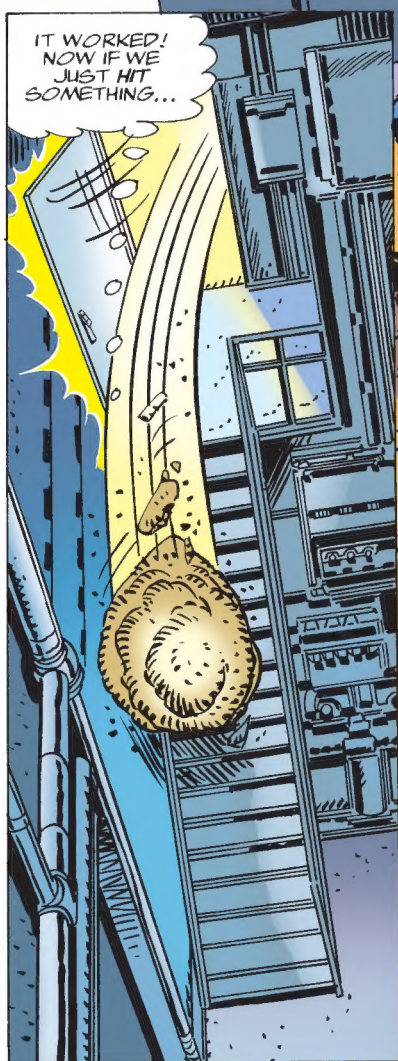
...BUT I GOT THE POWER--AND THE MEAN STREAK TO LET ME USE IT!



LESSEE HOW GOOD YOU ARE AT BREATHING SAND!

I'M IN TROUBLE NOW!
ONLY MY MASK IS KEEPING HIM FROM FORCING HIS WAY UP MY NOSE AND DOWN MY THROAT!

ONE CHANCE...

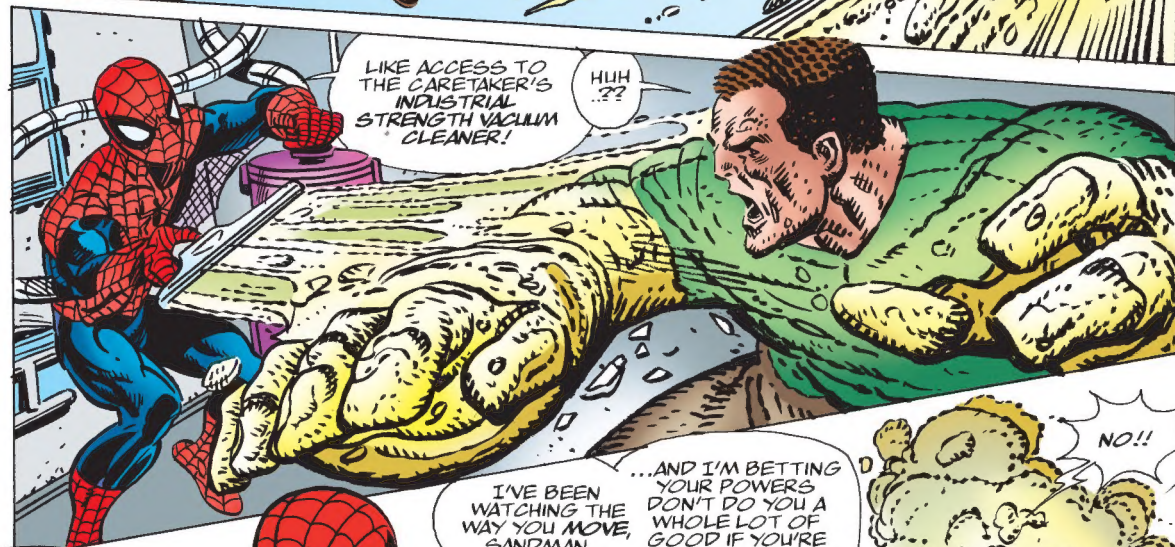
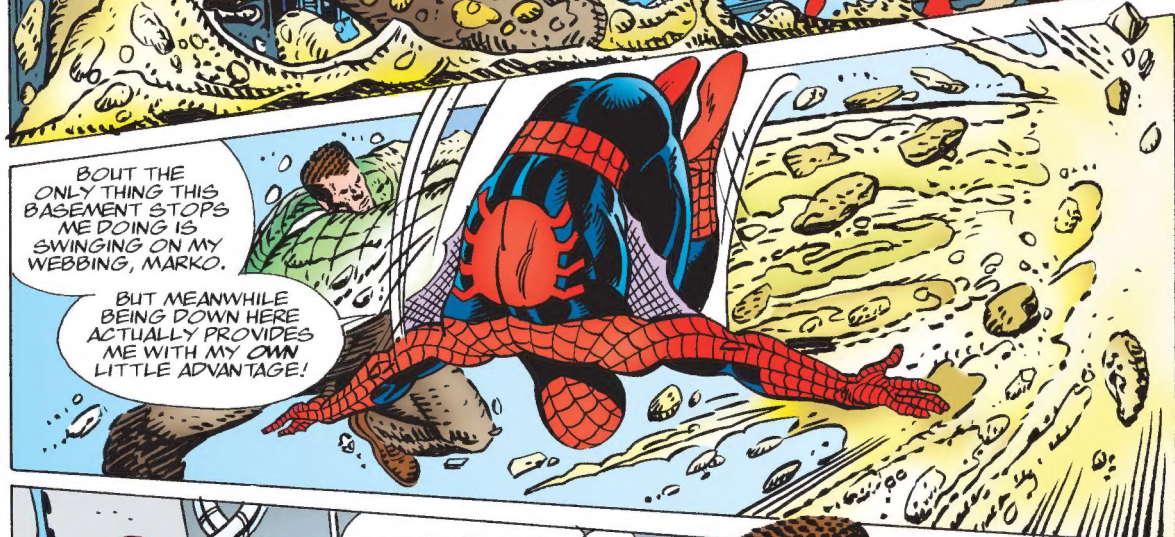
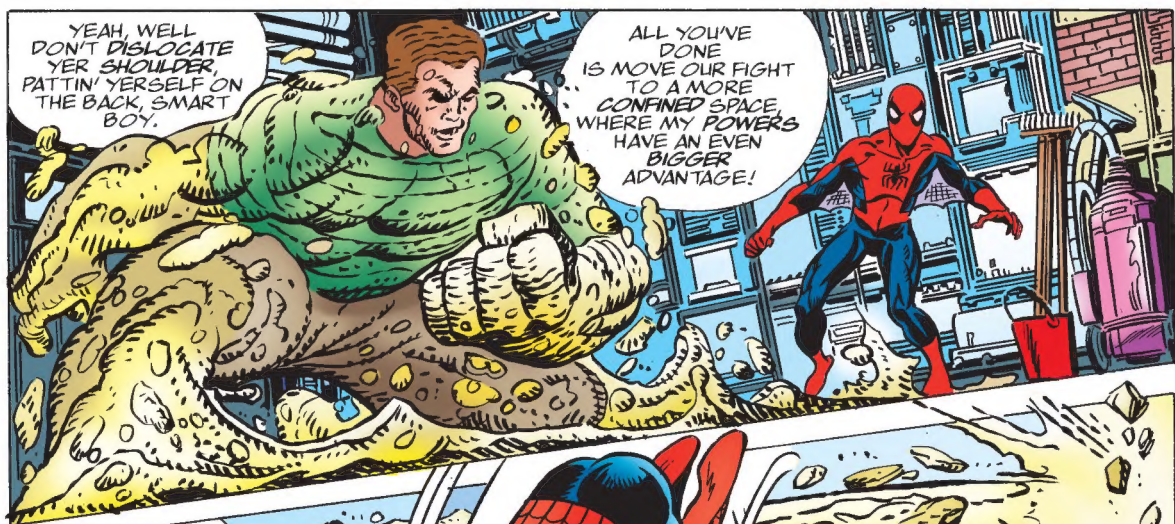


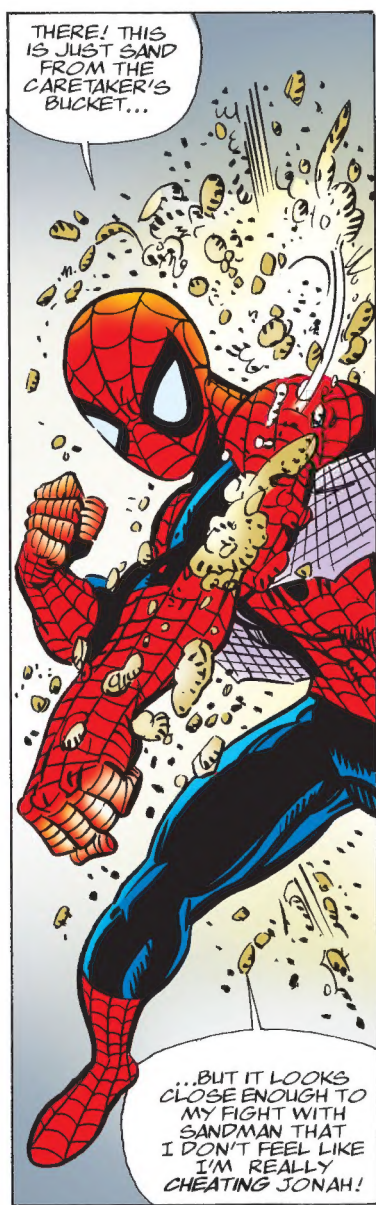
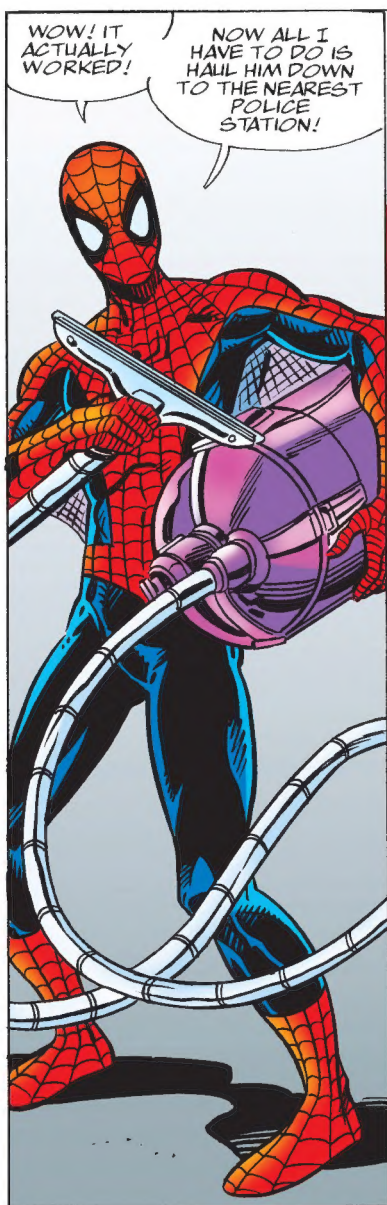
IT WORKED! NOW IF WE JUST HIT SOMETHING...



YEAH!

SOMETIMES I'M SO SMART I EVEN AMAZE MYSELF!







Tyrant
Lizard
King

EMPIRE